

Selby District Council

REPORT



To: The Executive
Date: 16 April 2015
Status: Non Key Decision
Author: Jonathan Lund – Deputy Chief Executive
Executive Member: Councillor Mark Crane, Leader of the Council
Lead Director: Jonathan Lund – Deputy Chief Executive

Title: Selby and District Housing Trust – request to amend articles

1. Report

- 1.1 Selby and District Housing Trust has requested some changes to their articles of association following feedback from the Homes and Communities Agency on their application for registered provider status. Copy of letter attached.

A number of the changes are minor and either seek to clarify points or bring the articles into line with the latest version of standard articles. However, there are two matters which are more fundamental – removal of the Council's approval to article changes (article 11) and the change to the Council nominating trustees rather than appointing (article 12).

These provisions currently provide assurance for the Council given the investment of public resources and assets in the Trust – particularly in its early years of operation and therefore it is not advised that these changes be approved.

However to support the Trust's application to become a registered provider it is proposed that the Council provide a letter of assurance that it will not use its rights to fetter the requirements of the regulator and it will consult and have due regard for the needs of the Trust when making appointment to the Trust Board.

2. Recommendations

- 2.1
- i) To approve the minor amendments to the articles set out in Appendix A be approved with the exception of removal of article 11 and the changes to article 12.
 - ii) To send a letter of assurance to the Trust Board stating that the Council will not use its rights under articles 11 and 12 to fetter the requirements of the regulator (Homes and Communities Agency) and the Council will consult and have due regard to the needs of the Trust when making appointments to the Selby and District Housing Trust Board.

Reasons for the recommendations

To support Selby and District's application for registered provider status whilst safeguarding the use of public resources and assets.

Appendices

Appendix A – Copy of letter from Selby and District Housing Trust

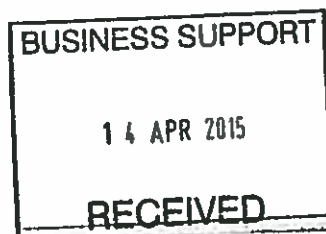


Please ask for: Glenn Shelley
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10 April 2015

Councillor Mark Crane
Leader of the Council
Selby District Council



Dear Councillor Crane,

Selby and District Housing Trust Articles of Association

As you will be aware Selby and District Housing Trust is in the process of registering with the Homes and Communities Agency as a social landlord.

The Trust's initial application has been considered and a number of procedural matters have been raised which have either already been addressed (for example the HCA require sight of the loan agreements between the Trust and Selby District Council) or are in progress (for example letting arrangements for the Trust's first tenants).

However the HCA has raised concerns over the Trust's independence from SDC particularly given the reliance on Council support whilst the Trust becomes established. In particular they have raised concerns over the requirement within the articles for any changes to be approved by SDC and over the nomination of Council Trustees.

I attach to this letter the relevant extracts from the feedback.

The Board Chairman and Trust officers have met with a representative of the HCA to discuss these issues and following that meeting, the Board of Trustees request that SDC grant approval to remove article 11. The Board of Trustees also requests that article 12.3.2 be reworded to enable the Council to nominate Trustees but appointment be a matter for the Trust. There are other relatively minor changes which have been requested by the HCA and have also been included in the updated version attached. All proposed changes are highlighted at Appendix B. Should these changes be approved the consequential renumbering of the Articles will take place.

I would be grateful if you would consider these requests and advise at your earliest convenience so that the Trust can complete the application process.

Your sincerely,



John Mackman

Chair of Selby and District Housing Trust

Enc

Article 11.1 – Amendments to the Articles

This article states:

“No resolution to amend Articles 3 to 8, 9.2 to 9.4, 11, 12.1 to 12.7 or 13.2 shall be passed by the members unless and until the Council has given its written consent to the amendments. A consent signed by the Chief Executive of the Council (or such authorised individual) and delivered to the Secretary shall be conclusive as to the Council's consent.”

Our concern is that this article fetters the independence of SDHT as the Council is required to give consent to changes in Articles.

We would ask SDHT to consider this article and present to us how it will meet the G&V requirement of operating with an appropriate degree of independence.

Also, whilst SDC can make nominees, we would expect that it is for SDHT to appoint ensuring they represent the skills required for the managing of SDHT's affairs.

Selby and District Housing Trust

Articles of Association

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Registered Number []

Company limited by guarantee and not having a share capital

Articles of Association

of

Selby and District Housing Trust

1 Name

The name of the company is Selby and District Housing Trust (the Charity).

2 Registered Office

The registered office of the Charity is to be in England and Wales.

3 Objects

The Objects of the Charity shall be to carry on for the benefit of the community (on a not-for-profit basis):

- a the provision and management of housing, social housing, hostels and other residential accommodation to people in necessitous circumstances;
- b the provision of associated amenities, facilities and services for those housed by the Charity or for the relief of aged, disabled (whether physically or mentally) or chronically sick people;

and on a basis which is associated with or incidental to objectives a and b
- c the provision of recreation or other leisure facilities in the interest of social welfare;
- d the relief of poverty;
- e the advancement of education, training or retraining, particularly among unemployed people and providing unemployed people with work experience;
- f the maintenance, improvement or provision of public amenities for the public benefit in the interests of regeneration in areas of social and economic deprivation;
- g any other charitable object that can be carried out from time to time by a company registered as a provider of social housing with the Regulator.

4 Powers

4.1 The Charity shall have the power to do anything that a natural or corporate person can lawfully do which is necessary or expedient to achieve its Objects except as expressly prohibited in the Articles.

4.2 Without limiting its general powers the Charity shall have the following powers:

- 4.2.1 to acquire, lease or hire dwellings or other property of any kind,
- 4.2.2 to construct, maintain and alter buildings,
- 4.2.3 to provide services and facilities including not only the provision of land, buildings and equipment but also the organisation of recreational or other leisure time activities,
- 4.2.4 to co-operate and enter into arrangements with other bodies including any authorities, national, local or otherwise,
- 4.2.5 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act),
- 4.2.6 to promote or carry out research,
- 4.2.7 to provide advice,
- 4.2.8 to publish or distribute information,
- 4.2.9 to support, administer or set up other charities,
- 4.2.10 to raise funds (but not by means of taxable trading),
- 4.2.11 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act),
- 4.2.12 to make grants or loans of money and to give guarantees,
- 4.2.13 to set aside funds for special purposes or as reserves against future expenditure,
- 4.2.14 to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- 4.2.15 to delegate the management of investments to a financial expert, but only on terms that:
 - a the investment policy is set down in writing for the financial expert by the Trustees,
 - b every transaction is reported promptly to the Trustees,
 - c the performance of the investments is reviewed regularly with the Trustees,
 - d the Trustees are entitled to cancel the delegation arrangement at any time,
 - e the investment policy and the delegation arrangement are reviewed at least once a year,
 - f all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - g the financial expert must not do anything outside the powers of the Trustees.

- 4.2.16 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required,
- 4.2.17 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 4.2.18 to pay for indemnity insurance for the Trustees,
- 4.2.19 subject to article 5, to employ paid or unpaid agents, staff or advisers,
- 4.2.20 to enter into contracts to provide services to or on behalf of other bodies,
- 4.2.21 to establish or acquire subsidiary companies to assist or act as agents for the Charity,
- 4.2.22 to pay the costs of forming the Charity, and
- 4.2.23 to do anything else within the law which promotes or helps to promote the Objects.

5 Application of income and property

- 5.1 The Charity shall not trade for profit. The income and property of the Charity 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 members and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit or money or money's worth from the Charity PROVIDED THAT nothing herein shall prevent any payment in good faith by the Charity:
- 5.2 Following appropriate independent advice, 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 Charity (not being a member or Trustee) in return for any services rendered to the Charity;
- 5.3 of fees, remuneration or other benefit in money or money's worth to a company of which a Trustee may be a member holding not more than 2% of the share capital of the company;
- 5.4 of reasonable out-of pocket expenses to any Trustee;
- 5.5 of reasonable and proper rent or hiring fees for property or equipment demised or let or hired to the Charity by a member or a Trustee;
- 5.6 of reasonable and proper interest on money lent to the Charity by a member or Trustee;
- 5.7 of any premium in relation to indemnity insurance in respect of liabilities of its Trustees or any of them in accordance with these Articles;
- 5.8 of any benefits to members or Trustees which are granted on the same terms and in accordance with the same criteria as they provide to any other beneficiary of the Charity;

PROVIDED FURTHER THAT nothing shall prevent a disposal by the Company of a property whether by way of sale, lease, tenancy, licence or otherwise to any person in good faith and in pursuance of the objects of the Charity notwithstanding the fact that such

person may be a member and/or Trustee and further nothing shall prevent the Charity from managing a property in accordance with its Objects notwithstanding the fact that the tenant, lessee or licensee of such property may be a member or Trustee **SUBJECT TO** the proviso that any Trustee who is a beneficiary of the Charity 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 Trustee shall be entitled to speak and vote in respect of matters which relate not only to such property but also to other properties owned or managed by the Charity.

5.9 A Trustee or a person who is for the purposes of the Companies Act 2006 connected (which expression shall have the meaning given thereto by section 252 of the Companies Act 2006) with a Trustee may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:

5.9.1 the goods or services are actually required by the Charity,

5.9.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in articles 14 to 21, and

5.9.3 no more than one third of the Trustees are interested in such a contract in any financial year.

6 **Limited Liability**

The liability of members is limited.

7 **Guarantee**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within twelve months afterwards, to pay up to £10 (ten pounds) towards the costs of dissolution and the liabilities incurred by the Charity while he, she or it was a member.

8 **Dissolution**

8.1 If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Article 5. The decision as to which such institution or institutions is to be determined by the members at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other similar objects **PROVIDED THAT** if the Charity is registered as a non-profit registered provider with the Regulator such disposal shall be governed by Section 167 of the Housing and Regeneration Act 2008.

9 **Membership**

9.1 The Charity must maintain a register of members.

- 9.2 The only members of the Charity shall be the Trustees from time to time, who shall be admitted as members upon appointment or election as a Trustee.
- 9.3 Membership is terminated if the member concerned:
- 9.3.1 gives written notice of resignation to the Charity;
 - 9.3.2 dies;
 - 9.3.3 is removed from membership by resolution passed by at least three quarters of the members present and voting at a general meeting after the meeting has invited the views of the member concerned and considered the matter in the light of any such views. The member concerned shall not be entitled to vote on the decision whether or not to remove them from membership; or
 - 9.3.4 having been a Trustee, they cease to be a Trustee for any reason.
- 9.4 Membership is not transferable.
- 9.5 Notwithstanding anything herein contained, the Trustees may not admit any Local Authority Person (other than the Council Trustees) to membership of the Charity.
- 10 General Meetings**
- 10.1 Members are entitled to attend general meetings in person or by proxy. Proxy forms must be delivered to the Secretary at least 48 hours before the meeting. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.
- 10.2 No business shall be transacted at any general meeting unless a quorum is present. A quorum at a general meeting is three, at least one of whom must be a Member who is Council Trustee.
- 10.3 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee elected by those Trustees present shall preside at a general meeting.
- 10.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 10.5 Every member present in person or by proxy has one vote on each issue.
- 10.6 The members of the Charity may pass a resolution in writing in accordance with the terms of the Companies Act. A proposed written resolution of the members of the Charity shall lapse if it is not passed before the end of the period of six months beginning with the circulation date of such resolution (as defined in section 290 of the Companies Act 2006).
- 10.7 The Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation.
- 10.8 At an AGM the members:
- 10.8.1 receive the accounts of the Charity for the previous financial year,
 - 10.8.2 receive the Trustees' report on the Charity's activities since the previous AGM,

- 10.8.3 accept the retirement of those Ordinary Trustees who wish to retire or who are retiring by rotation,
- 10.8.4 elect Ordinary Trustees to fill the vacancies arising,
- 10.8.5 appoint auditors for the Charity,
- 10.8.6 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 10.9 A general meeting may be called at any time by the Trustees and, on the requisition of members pursuant to the Companies Act, the Trustees shall convene a general meeting in accordance with the provisions of the Companies Act.

11 Amendments to the Articles

11.1 ~~No resolution to amend Articles 3 to 8, 9.2 to 9.4, 11, 12.1 to 12.7 or 13.2 shall be passed by the members unless and until the Council has given its written consent to the amendments. A consent signed by the Chief Executive of the Council (or such authorised individual) and delivered to the Secretary shall be conclusive as to the Council's consent.~~

12 The Trustees

- 12.1 The Trustees as charity trustees shall have control of the Charity and its property and funds.
- 12.2 There shall be seven Trustees, comprising three individuals **nominated** by the Council in accordance with article 12.3.2 (the **Council Trustees**) and four individuals appointed or elected in accordance with article 12.3.4 (the **Ordinary Trustees**).
- 12.3.1 The first Trustees of the Charity shall be those persons notified to Companies House as the first directors of the Charity. Future Trustees shall be appointed as provided in these Articles.
- 12.3.2 The Council Trustees shall be **appointed nominated** by the Council to serve for such period of office as shall be confirmed by the Council. A written notice delivered by the Chief Executive (or such other authorised individual) of the Council to the Secretary shall be conclusive as to who has been **appointed nominated** as a Council Trustee and for what period of time. The Council may **request the removal and replacement of any Council Trustee at any time on written notice given to the Secretary. Appointment of Council Trustees shall be subject to a resolution in accordance with article 10.**
- 12.3.3 An Ordinary Trustee must be a person who:
 - is not a Local Authority Person, and
 - is not a tenant of the Charity or the Council.
- 12.3.4 The Ordinary Trustees shall be those persons elected by the members of the Charity in accordance with article 10.8.4. Ordinary Trustees can also be appointed in accordance with article 12.6.

- 12.4 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 12.5.1 One Ordinary Trustee must retire at each AGM, the longest in office retiring first and the choice between any of equal service being made by drawing lots. Each retiring Ordinary Trustee shall be eligible for reappointment at such AGM but if they are not reappointed the retiring Ordinary Trustee shall vacate office at the conclusion thereof.
- 12.5.2 If the members of the Charity, at the meeting at which a Trustee retires in the above manner, do not fill the vacancy, the Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is expressly resolved not to fill the vacancy.
- 12.6 The Trustees shall have power at any time to appoint any person to be an Ordinary Trustee, either to fill a casual vacancy or as an addition to the existing Trustees but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with Article 12.2. Any Ordinary Trustee so appointed shall hold office only until the next following AGM, and shall then be eligible for re-appointment.
- 12.7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 12.8 A Trustee's term of office automatically terminates if he or she:
- 12.8.1 is disqualified under the Charities Act from acting as a charity trustee,
- ~~12.8.2 is incapable, whether mentally or physically, of managing his or her own affairs,~~
- 12.8.3 is absent without notice from three consecutive meetings of the Trustees and removed by a majority of the other Trustees as a consequence,
- 12.8.4 resigns by written notice to the Trustees (but only if at least three Trustees will remain in office),
- 12.8.5 is removed from Trusteeship by a resolution passed by at least three quarters of the Trustees present and voting at a meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views. The Trustee concerned shall not be entitled to vote on the decision whether or not to remove them from Trusteeship; or
- 12.8.6 ceases to have the required qualifications,
- 12.8.7 is a Council Trustee and the Council serves notice to the Secretary removing that Trustee from office,
- 12.8.8 is an Ordinary Trustee and ceases to be eligible in accordance with Article 12.3.3.,
- 12.8.9 dies

13 Trustees' proceedings

- 13.1 The Trustees must hold at least four meetings each year.
- 13.2 A quorum at a meeting of the Trustees is three Trustees, at least one of whom must be a Council Trustee.
- 13.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 13.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 13.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by three quarters of the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 13.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 13.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

14 Trustees' interests

- 14.1 A Trustee who is interested directly or indirectly in any matter which is under discussion by the Trustees shall disclose the nature and extent of his interest in that matter; and
- 14.2 A Trustee who is directly interested in any matter which is under discussion by the Trustees,
- 14.2.1 shall not vote on that matter, and
- 14.2.2 shall not (unless required to do so by the chair) remain during the Trustees' discussion of such matter.

15

- 15.1 A Trustee who is a beneficiary of the Charity shall not have a direct interest for the purpose of article 14 in any decision affecting all or a substantial group of beneficiaries.
- 15.2 A Trustee who is a Council Trustee shall not have a direct interest for the purposes of article 14 in any decision relating to a contract, arrangement, transaction or proposal concerning the Council.

- 16 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles , the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- 16.1 Article 14 is complied with;
- 16.2 the conflicted Trustee is not to be counted when considering whether a quorum of Trustees is present at the meeting;
- 16.3 the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

17 Permitted transactions

- 17.1 For the purposes of sections 175(3) of the Companies Act 2006 as substituted by section 181(2)(a) of the Companies Act 2006 the duty to avoid conflicts of interest shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the Charity in relation to the following:
- 17.1.1 A matter authorised by the Charity Commission;
- 17.1.2 An interest in any contract, arrangement, transaction or proposal concerning the purchase and/or maintenance of any insurance policy pursuant to article 4.2.18;
- 17.1.3 Any payment permitted by article 5 or any benefit granted to a Trustee in the capacity of a beneficiary of the Charity;
- 17.1.4 A contract, arrangement, transaction or proposal concerning the Council.

18 Interested Trustee not to count for quorum

- 18.1 A Trustee shall not be counted in the quorum in relation to, any resolution of the Trustees or of a committee of the Trustees concerning any contract, arrangement, transaction or any proposal to which the Charity is or is to be a party and in which he or she has an interest unless that interest is authorised by these Articles.

19 Chair's ruling conclusive on Trustee's interests

- 19.1 If any question arises at any meeting as to the entitlement of any Trustee (other than the Chair of the Trustees) to vote or be counted in a quorum, and such question is not resolved by his or her voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the Chair of that meeting. The Chair's ruling in relation to the Trustee concerned shall be final and conclusive.

20 Trustees' resolution conclusive on Chair's interest

- 20.1 If any question arises at any meeting as to the entitlement of the Chair to vote or be counted in a quorum, and such question is not resolved by his or her voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the Trustees or committee members present at that meeting (excluding the Chair), whose majority vote shall be final and conclusive.

21 Charity may ratify

- 21.1 Subject to the provisions of the Companies Act, the Charity may by ordinary resolution suspend or relax the provisions of articles 14-20 or ratify any transaction not duly authorised by reason of a contravention of these articles 14-20 provided always that such

ordinary resolution is passed only if the necessary majority is obtained disregarding votes in favour of the resolution by the Conflicted Trustee (as a member of the charity) and provided further that such ratification shall not extend to any matter prohibited by article 5 .

21.2 For the purposes of articles 14-21 an interest of a person who is for the purposes of the Companies Act 2006 connected (which expression shall have the meaning given thereto by section 252 of the Companies Act 2006) with a Trustee shall be treated as an interest of the Trustee.

22 Trustees' powers

22.1 The Trustees have the following powers in the administration of the Charity:

22.1.1 to appoint (and remove) any individual or corporation (who may be a Trustee) to act as Secretary in accordance with the Companies Act,

22.1.2 to appoint a Chair from among their number,

22.1.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees,

22.1.4 to make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings,

22.1.5 to make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees,

22.1.6 to make regulations consistent with the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any),

22.1.7 to establish procedures to assist the resolution of disputes or differences within the Charity, and

22.1.8 To exercise any powers of the Charity which are not reserved to a general meeting.

22.2 There shall from time to time be policies of the Charity including in relation to Trustees' interests, recruitment of Trustees and membership. Trustees shall comply with any policy of the Charity in the exercise of their powers under the Articles.

23 Secretary

23.1 Subject to the provisions of the Companies Act, the Secretary shall be appointed by the Trustees for such term, at such reasonable and proper remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

24 Records and Accounts

24.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 24.1.1 annual returns,
- 24.1.2 annual reports, and
- 24.1.3 annual statements of account.
- 24.2 The Trustees must keep proper records of:
 - 24.2.1 all proceedings at general meetings,
 - 24.2.2 all proceedings at meetings of the Trustees,
 - 24.2.3 all reports of committees, and
 - 24.2.4 all professional advice obtained.
- 24.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.
- 24.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

25 Notices

- 25.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means such as fax or e-mail or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in the United Kingdom or any journal distributed by the Charity.
- 25.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.
- 25.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 25.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - 25.3.2 two clear days after being sent by first class post to that address,
 - 25.3.3 three clear days after being sent by second class or overseas post to that address,
 - 25.3.4 on the date of publication of a newspaper containing the notice,
 - 25.3.5 on being handed to the member personally, or, if earlier,
 - 25.3.6 as soon as the member acknowledges actual receipt.

26 Indemnity

The Charity may indemnify any Trustee against every liability incurred by him or her in that capacity to the extent permitted by the Companies Act.

27 Interpretation

27.1 In the Articles, unless the context indicates another meaning:

AGM means an annual general meeting of the Charity,

the Articles means the Charity's articles of association,

Chair means the chair of the Trustees,

the Charity means the company governed by the Articles,

the Charities Act means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force,

charity trustee has the meaning prescribed by section 177 of the Charities Act 2011,

clear day means 24 hours from midnight following the relevant event,

the Commission means the Charity Commissioners for England and Wales,

the Companies Act means the Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,

Council means Selby District Council or its successor,

custodian means a person or body who undertakes safe custody of assets or of documents or records relating to them,

financial expert means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

financial year means the Charity's financial year,

firm includes a limited liability partnership,

indemnity insurance means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

Local Authority Person means any person:

(i) who is or has been a member of Council in the preceding four years; or

(ii) who is or has been an officer of Council in the preceding four years; or

(iii) who is or has been an employee of a company which is under the control of Council in the preceding four years;

material benefit means a benefit which may not be financial but has a monetary value,

member and membership refer to company membership of the Charity,

month means calendar month,

nominee company means a corporate body registered or having an established place of business in England and Wales,

the Objects means the Objects of the Charity as defined in article 3,

Regulator means the Homes and Communities Agency acting through the Regulation Committee established by it pursuant to Part 2 of the Housing and Regeneration Act 2008 or any similar future authority (including any statutory successor) carrying on substantially the same regulatory or supervisory functions;

Secretary means the company secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,

social housing has the same meaning as in sections 68 and 77 of the Housing and Regeneration Act 2008, as may be amended or re-enacted from time to time,

taxable trading means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax,

Trustee means a director of the Charity and 'Trustees' means the directors.

written or in writing refers to a legible document on paper including a fax message and electronic mail,

year means calendar year.

27.2 Expressions defined in the Companies Act have the same meaning.

27.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Name and address of subscriber

Subscriber's signature

dated 2013

witness to the above signature:

name:

address:

occupation:

signature