

LEWISHAM HOMES MEMORANDUM AND ARTICLES

VARIATIONS TO MODEL CONSTITUTION

Memorandum:

CLAUSE NUMBER	VARIATION
5.2	promote tenant participation in housing and estate management and to encourage tenant and community empowerment;
6.8	cause the same or similar effect under the provisions of the Local Government Act 2003 and regulations there under to the extent that the said Act replaces the provisions rehearsed in sub-clause (1) – (7) above and in particular, the Organisation shall not do any act or thing which does or might cause the Council to be in breach of the CIPFA Prudential Code for Capital Finance in Local Authorities.
7.3	To any Board Member of reasonable out-of pocket expenses and such other sums as may be determined by the Council Member PROVIDED THAT no sum shall be paid to a Board Member in excess of that permitted by any guidance issued from time to time by the Department for Communities and Local Government or such other of Her Majesty's Government's Departments relating to the payment of Board Members of Arms Length Management Companies and PROVIDED FURTHER THAT no sum shall be paid to a Board Member who is an elected member of the Council Member in excess of that permitted by the Order;

Articles of Association:

ARTICLE NUMBER	VARIATION
Definitions	"Leaseholder" Means an individual who holds a long lease of a residential property from and occupies a property belonging to the Council Member "Tenants Forum" Means any body as the Board shall from time to time resolve to be representative of the tenants and leaseholders of London Borough of Lewisham whose dwellings are managed by the Organisation.
13	13. This Article 13 does not apply to any co-opted Board Members appointed under Article 34. 13.1 The number of Board Members shall be fifteen. 13.2 Three Board Members shall be Council Board Members. 13.3 Seven Board Members shall be Tenant Board Members.

	<p>13.4 Five Board Members shall be Independent Board Members.</p> <p>13.5 No more than seven Board Members shall be Tenants.</p> <p>13.6 No more than two Tenant Board Members shall be Leaseholders.</p> <p>13.7 No more than seven Board Members shall be Local Authority Persons.</p> <p>13.8 In the event that the number of Board Members shall be less than the numbers specified in this Article 13 the remaining Board Members shall use reasonable endeavours to appoint further Board Members and may act notwithstanding this Article.</p> <p>13.9 The First Board Members shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under the Articles. Future Board Members shall be appointed as provided in the Articles.</p>
14.1	<p>Subject to Article 13 the Council Member 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.</p>
15.1	<p>15.1 At the first annual general meeting of the Organisation none of the Tenant Board Members shall retire from office. From the second annual general meeting of the Organisation Tenant Board Members shall retire from office in the following rotation:</p> <p>51.1.1 at the second annual general meeting, two Tenant Board Members shall retire;</p> <p>15.1.2 at the third annual general meeting, a further two Tenant Board Members, shall retire; and</p> <p>15.1.3 at the fourth subsequent annual general meeting, a further three Tenant Board Members shall retire</p> <p>and so forth such that the Tenant Board Members shall retire in subsequent years in a rotation which mirrors that set out above.</p>
15.3 – 15.4	<p>15.3 Prior to every annual general meeting, direct or indirect elections shall be held among the Tenants and Leaseholders to the extent that a vacancy arises for the number of Tenant Board Members to be appointed thereat. Only Tenants and (subject to Article 13.6) Leaseholders shall be eligible to be appointed as Tenant Board Members but otherwise the mode and manner of such elections shall be as the Board may from time to time agree subject at all times to compliance with Article 13.</p> <p>15.4 The company secretary shall announce the results of the elections referred to in Article 15.3 at each relevant annual general meeting and the Tenants and Leaseholders so elected shall be duly appointed as Tenant Board Members.</p>

16.1	<p>16.1 At the first annual general meeting of the Organisation none of the Independent Board Members shall retire from office. From the second annual general meeting of the Organisation the Independent Board Members shall retire from office in the following rotation:</p> <p>16.1.1 at the second annual general meeting, two Independent Board Members shall retire;</p> <p>16.1.2 at the third annual general meeting, a further one Independent Board Member shall retire; and</p> <p>16.1.3 at the fourth annual general meeting, a further two Independent Board Members shall retire</p> <p>and so forth such that the Independent Board Members shall retire in subsequent years in a rotation which mirrors that set out above.</p>
18.9-18.11	<p>18.9 in the case of a Tenant Board Member he/she ceases to be a Tenant or Leaseholder of the Council Member PROVIDED THAT this Article 18.9 shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant or Leaseholder as a result of the demolition of or works carried out to that Tenant Board Member's home; or</p> <p>18.10 is a Tenant Board Member and is (in the reasonable opinion of a majority of Board Members) in serious breach of their obligations as a Tenant or Leaseholder; or</p> <p>18.11 is a Council Board Member and is or becomes a Tenant or Leaseholder leading to a breach of the limit in Article 13.5 or 13.6; or</p>
18.13	<p>is an Independent Board Member and is or becomes a Tenant, Leaseholder or a Local Authority Person; or</p>
24	<p>The Board Members may be paid all travelling, hotel, and other expenses reasonably and properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or otherwise in connection with the discharge of their duties and such other sums as may be determined by the Council Member PROVIDED THAT no sums shall be paid to a Board Member in excess of that permitted by any guidance issued from time to time by the Department for Communities and Local Government or such other of Her Majesty's Government's Departments relating to the payment of Board Members of Arms Length Management Companies and PROVIDED FURTHER THAT no sum shall be paid to a Board Member who is an elected member of the Council Member in excess of that permitted by the Order.</p>
27.1	<p>Subject to any regulations established from time to time by the Organisation in general meeting and compliance with Section 10(1) of the Local Authorities (Companies Order 1995) 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 six comprising no fewer than one Tenant Board Member, one Independent Board Member and one Council Board Member PROVIDED THAT if the number of Board Members in</p>

	one or more category of Board Member falls below two then the quorum requirement shall be reduced to one or none (as remain in office) in respect of such category or categories.
34	Subject to a maximum limit of two, the Board may co-opt any person onto the Board in a non-voting capacity. The Board may place any limitation on or revoke the co-option at any time.