

Rules of
North South Arden TMO LIMITED
(Registered under the Industrial and Provident Societies Act 1965)

1. In these rules 'the Act' means the Industrial and Provident Societies Acts 1965-1978, or any Act amending or in substitution for them for the time being in force.

NAME

2. The name of the Society shall be North South Arden TMO Limited. Hereinafter called the Society. The Management Committee shall be called the Board.

OBJECTS

3. The objects of the. Society shall be, for the benefit of the community in North & South Arden Estate to carry on the business of providing, maintaining, and managing housing and associated amenities and activities within the area of benefit.

POWERS

4. The Society shall have power to do all things necessary or expedient for the fulfilment of its objects, provided that the Society shall not trade for profit.

REGISTERED OFFICE

5. The Registered Office of the Society shall be 16A Malcolm House, Arden Estate, Regan Way, London N1

SHARES

6. Shares of the nominal value of ten pence each shall be issued to persons upon admission to membership of the Society. The shares shall be neither withdrawable nor transferable. shall carry no right to interest. dividend nor bonus. and shall be forfeited and cancelled on cessation or membership from whatever cause. and the amount paid-up thereon shall become the property of the Society. A member shall hold one share only in the Society.

LIMITED LIABILITY

7. The liability of a member is limited to any amount remaining unpaid on that member's single ten pence share.

MEMBERSHIP

8. The first members of the Society shall be the signatories to the application for registration. Thereafter the Board:
 - (a) shall admit to membership any person aged eighteen years or over who is a lawful resident in one of the Local Authority properties defined in the Appendix to these Rules, and who agrees to be bound by the provision of these rules; and
 - (b) may at its discretion admit to membership any society, company, firm or Local Authority or an individual nominated as the representative of any unincorporated association which is considered able to make a contribution to the activities of the Society. A corporate body which is a member of the Society shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise at General Meetings of the Society all such rights and powers as the corporate body would be able to exercise if it were an individual person. Written notification of an organisation's choice of representative shall be sent to the Secretary of the Society.

9. A person who qualifies under Rule 8 above may apply for membership to the Management Committee, and upon acceptance and the payment of ten pence the Society shall issue to her/him one share and a copy of these Rules and shall enter her/his name in the register of members. Membership shall not be withheld from any individual qualifying under Rule 8(a) above.

CESSATION OF MEMBERSHIP

10. A member shall cease to be a member immediately if s/he:
 - (a) resigns in writing to the Secretary; or
 - (b) ceases in the opinion of the Board to qualify for membership under the provisions of Rule 8; or
 - (c) is expelled from membership in accordance with Rule 11; or
 - (d) dies, if an individual, or is wound up or goes into liquidation, if a corporate body;
 - (e) is an individual nominated by an unincorporated association which is wound up.

11. A member may be expelled by a resolution carried by a majority of no less than two-thirds of those members voting at a General Meeting of the Society of which due notice has been given, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the member whose expulsion is to be considered shall be given the opportunity to state her/his case to the meeting. If on due notice having been served the member fails to attend the meeting, the meeting may proceed in the member's absence.

12. No member expelled from membership shall be re-admitted except by a resolution carried by a majority of not less than two-thirds of the members voting at any General Meeting of which due notice has been given.

GENERAL MEETINGS

13. An Annual General Meeting shall be held within six months of the close of the financial year or the Society. the business of which shall comprise:
 - (a) The receipt of the accounts and balance sheet and all reports of the Board and of the auditor;
 - (b) The election of Board members;
 - (c) The appointment or an auditor;
 - (d) Such other business as may have been included in the notices convening the meeting.
14. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
15. A Special General Meeting shall be convened either upon an order of the Board or upon a written requisition signed by at least ten per cent of the members of the Society or 25 members whichever is the lesser. If within twenty-one days of the delivery of a requisition a meeting has not been convened, the members who have signed the requisition may convene a meeting in the manner provided for in Rule 16.
16. A General Meeting shall be convened by at least fourteen days' notice in writing posted or delivered to the address of every member and every Board member recorded in the register of members specifying whether the meeting. is an Annual or a Special General Meeting and stating the time: date and place at which it is to be held. In the case of an Annual General Meeting, the notice shall include details of the general nature of the business to be transacted, in the case of a Special General Meeting the notice shall contain details of the precise nature of the business to be transacted, and no-business may be transacted at a Special General Meeting other than that specified in the notices calling it.
17. A notice sent by post to a member's registered address shall be deemed to have been duly served forty-eight hours after its posting. The accidental omission to send any notice to or the non-receipt of a notice by any member shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. No person other than a member duly registered shall be entitled to vote on any question at any General Meeting. Each member shall hold one vote only. Votes may only be given personally; proxy voting is not permitted.

19. No business shall be transacted at a General Meeting unless a quorum is present. A quorum shall be ten per cent of the membership or twenty-five members, whichever is the lesser, subject to an absolute minimum of six members.
20. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until a day not more than twenty-eight days after the date set for the original meeting, and notice shall be given to all members of the adjourned meeting as of the original meeting. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.
21. The Chairperson of the Society shall preside at every General Meeting. In the event of her/his absence or unwillingness to act, the Vice-Chairperson shall preside and, in the event of her/his absence or unwillingness to act, the members present shall choose one of their number to be Chairperson of the meeting.
22. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting, otherwise it shall not be necessary to give any notice of any adjournment! or of the business to be transacted a1 an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour or against such resolutions. The demand lor a secret ballot may be withdrawn.
24. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
25. In the case of an equality of votes, whether on a show or hands or on a ballot, the Chairperson shall have a second or casting vote.

OFFICERS

26. The Board shall at its first meeting following the Annual General Meeting elect from its own number a Chairperson, Vice-Chairperson, Secretary and Treasurer of the Society

and of the Board, to serve until the following Annual General Meeting. The Board shall also appoint any such other officers as it may from time to time decide, who shall be under the direction of the Board and who shall have those functions specified in these Rules and such other functions as the Board may decide from time to time.

27. Any Officer elected or appointed by the Board may be removed by it. In the event of a casual vacancy occurring in any officer post the Board may appoint such person as they think fit to fill such vacancy.

BOARD

28. Unless otherwise determined by the Society in General Meeting, the Society shall have a Board comprising not more than twelve and not less than six elected members plus persons co-opted in accordance with the provisions of these rules.
29. The initial Board of the Society from incorporation until the first Annual General Meeting shall be appointed by the Founder Members.
30. At every Annual General Meeting one third of the members of the Board or a number nearest to one-third, shall retire. Those to retire shall be those who have served longest. In the event of two or more members elected on the same day, those to retire shall, in the absence of agreement, be those who received the fewest votes when last elected to the Board. A retiring Board member shall be eligible to stand for re-election.
31. New Board members shall be elected as follows:
 - (a) Nominations for election to the Board shall be invited from all members of the Society by writing to them at the address recorded in the Register of Members not less than twenty-eight days before the date set for the Annual General Meeting.
 - (b) Completed nomination forms must be received at the Registered Office of the Society not less than fourteen days before the date set for the Annual General Meeting. Nomination forms must include: the name and address of the person being nominated; a signed statement by the person nominated of her/his willingness to stand for election; and the name, address and signature of the member making the nomination.
 - (c) The election should be conducted by secret ballot in such manner as the Board shall direct, provided that all members of the Society are given clear instructions regarding how they may participate in the election.
 - (d) Only members of the Society or representatives of organisations which are members may stand for election to the Board or may nominate persons to stand for election on to the Board.

A General Meeting of the Society may designate some or all the available places on the Board as reserved for members who have been nominated to represent the interests of

members within defined geographical districts within the area of benefit of the Society, with a view to ensuring adequate representation on the Board for all members of the Society. In such an event, while nominations for available places shall be sought on a district basis, all members of the Society present at the Annual General Meeting shall be entitled to vote in respect of all available places on the Board.

32. The Board may at any time co-opt any person, whether or not a member of the Society to serve on the Board in addition to the elected members, subject to the following provisions;
 - (a) No more than six persons may be co-opted with full speaking and voting rights at meetings of the Board. Such voting co-optees shall not be counted for purposes of calculating a quorum but shall otherwise be full members of the Board.
 - (b) The Board may any time co-opt any member to fill any casual vacancy on the Board provided that members so co-opted shall never exceed one third of the total Board. Priority for co-option shall be given to members who were nominated but not elected at the previous Annual General Meeting, in order of number of votes cast.
 - (c) Subject to rule 35, co-opted members of the Board shall serve until the Annual General Meeting following their co-option but shall thereafter be eligible for further co-option.
 - (d) Any person co-opted by- the Board may be removed by a majority vote of the Board.

The Board may invite other persons, whether or not members of the Society, to attend any of its meetings. Such invited persons shall not have voting rights and shall only have speaking rights at the discretion of the Chairperson.

33. A Board member shall declare an interest in and shall not vote in respect of any matter in which s/he has a personal financial or material interest and if s/he does so vote her/his vote shall not be counted.
34. Board members may be paid all reasonable expenses incurred by them in attending and returning from meetings of the Board or General Meetings of the Society or in connection with the business of the Board, but shall otherwise receive no remuneration.
35. The office of Board member shall be immediately vacated if s/he:
 - (a) resigns her/his office in writing to the Society; or

- (b) being an elected member of the Board, ceases to be a member of the Society, or is replaced as the representative of an organisation which is a member of the Society, or is an individual nominated as the representative of an unincorporated association which ceases to be a member;
- (c) is removed by a simple majority vote of the members at a General Meeting of the Society, the notices of which specified that the question of such removal was to be raised; or
- (d) fails to declare her/his interest in any contract as referred to in rule 33;
- (e) fails to attend a Board meeting for six months.; or
- (f) becomes bankrupt.

POWERS AND DUTIES OF THE BOARD

- 36. The activities of the Society shall be managed by the Board who may pay all expenses of the formation of the Society as they think fit and may exercise all such powers of the Society as may be exercised or done by the Society in General Meeting.
- 37. No regulations made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid had the regulation not been made.
- 38. The Board may delegate any of its functions to sub-committees made up of members of the Board and such other persons as it sees fit provided that no more than two members or any sub-committee may be persons other than elected members of the Board. Any sub-committee so formed shall in the exercise of its powers conform with any regulations imposed upon it by the Board.
- 39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid w the Society shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time by resolution determine.
- 40. Members of the Board must meet together for the dispatch of business at least six times a year, and may adjourn and otherwise regulate their meetings as they think fit. A Board member may, and the Secretary shall at the request of a Board member summon a meeting of the Board at any reasonable time provided that every member of the Board shall receive at least seven clear days' notice of any such meeting.
- 41. The quorum necessary for the transaction or business at a Board Meeting shall be six elected members of the Board.
- 42. At every Board Meeting the Chairperson shall preside, but in the event of her/his absence or unwillingness to act the Vice-Chairperson shall preside but, in the event of

her/his absence or unwillingness to act. the members present shall choose one of their number to be Chairperson of the meeting.

43. Questions arising at Board meetings shall be decided by a majority of votes of those present. In the case of an equality of votes the Chairperson shall have a second or casting vote.
44. If the Board falls below the minimum number as expressed in these rules, the Board shall act to fill such vacancies or to call a General Meeting of the Society, and for no other purpose.
45. A resolution in writing signed by all members for the time being entitled to vote at meetings of the Board shall be valid and effective as if the same had been passed at a meeting duly convened and held and may consist of several identical documents each signed by one or more members.

BORROWING

46. The Society may receive from any person donations towards its work.
47. (a) The Society shall have the power to borrow money for the purposes of the Society provided that the amount of money borrowed for the time being remaining undischarged shall not exceed
- (b) In the case of a loan from the Society's bankers or on a mortgage the Society may pay such rate of interest from time to time as may be negotiated by the Society, but in the case of loans from any other source" the Society may not pay interest at a rate exceeding 1% per annum above the Midland Bank PLC base lending rate or 6.5% per annum whichever is higher.
- (c) The Society shall not receive money on deposit.
- (d) Subject to the preceding clauses of this rule the Board shall have the power to determine from time to time the terms and conditions upon which money is borrowed and to vary such terms and conditions.

INVESTMENT OF FUNDS

48. The Society may invest any part of its funds;
 - (a) in or upon any security in which trustees are for the time being authorised by law to invest;
 - (b) in or upon any mortgage, bond, debenture stock, corporation stock, rent charge, rent or other securities (not being securities payable to bearer) authorised by or under any Act of Parliament passed or to be passed of any Local Authority as defined by the Local Loans Act 1975;

- (c) in the shares or on the security of any other society registered or deemed to be registered under the Act, or under the Building Societies Act, or of any company registered under the Companies Act, or incorporated by Act of Parliament, or by Charter, provided that: no such investment shall be made in the shares of any society or company other than one with limited liability. The Society may appoint any one or more of its members to vote on its behalf at any meeting of any other corporate body in which the Society has invested any part of its funds.

APPLICATION OF SURPLUS

49. Any surplus shall be applied solely to a general reserve for the continuation and development of the Society.

AUDITORS

50. The Society shall, in accordance with Section 4 and 8 of the Friendly and Industrial and Provident Societies Act 1968, appoint in each year one or more auditors to whom the accounts of the Society for that year shall be submitted for audit as required by the Act, and who shall be invited to General Meetings. and be given access to books and information as provided by the Act.
51. Every such auditor shall be appointed by the Society in a General Meeting, and in the case of any auditor so appointed who is a qualified auditor under Section 7 of the Act the provisions of Sections 5 and 6 thereof apply to her/his reappointment and removal and to any resolution removing her/him or appointing another person in her/his place.

ANNUAL RETURN

52. Every year not later than June 30th (or where the Registrar has approved a financial year end other than prescribed in the Act, not later than three months after such date), the Secretary shall send to the Registrar the annual return, in the form prescribed by the Chief Registrar of Friendly Societies, relating to its affairs for the period required by the Act to be included in the return together with:
- (I) a copy of the report of the auditor on the Society's account for the period included in the return; and
 - (II) a copy of each balance sheet made during that period and of the report of the auditor on that balance sheet.

SOCIAL AUDIT

53. A social audit of the Society's activities may, by resolution of the Society in General Meeting, be undertaken annually in addition to the annual return. The role of such a social audit would be to attempt to identify the social costs and benefits of the Society's

work, and to enable an assessment to be made of the Society's overall performance in relation to its' objects more easily than may be made from financial accounts alone.

54. Such a social audit may be drawn up by an independent assessor appointed by the Society in a General Meeting, or by the Board who may submit their report for verification or comments to an independent assessor. A social audit may include an assessment of the internal management of the Society, democracy and decision making, health and safety, skill sharing and education opportunities, or other matters concerning members' welfare; and an assessment of the Society's activities externally, including its effects on people engaged in the same or similar activities, on users, customers and suppliers: and on the community.

RECORDS AND SEAL

55. (a) The Society shall keep at its registered office a Register of Members in which the Secretary shall enter the following particulars:
- (I) the names and addresses of the members;
 - (II) a statement that one share only is held by each member and that ten pence has been paid, or agreed to be considered as paid, on each share;
 - (III) a statement of any other property held in the Society by each member;
 - (IV) the date at which each person was entered in the register as a member, and the date at which any person ceased to be a member;
 - (V) the names and addresses of all Board members and the Secretary of the Society, with the dates on which they assumed office and dates on which they retired from office.

The Society shall also keep at its registered office a duplicate copy of the Register of Members

- (a) Any member changing her/his address shall notify the Society.
- (b) The Board shall ensure that proper minutes are kept of all General, Board and sub-committee meetings of the Society. Such minutes shall include a record of those present and of any decisions taken and shall be available for inspection by any member and any Board member of the Society at all reasonable times.
- (c) The Society shall have a seal kept in the custody of the Secretary and used only by the authority of the Board. Sealing shall be attested by the signature of two Board members or of one Board member and the Secretary for the time being.

AMENDMENTS TO RULES

56. Any rule herein may be rescinded or amended or a new rule made by a vote of three quarters of the members of the Society present and voting at a General Meeting of which fourteen clear days prior notice has been given. such notice to include details of the change(s) to be proposed at the meeting. No amendment of rules is valid until registered by the Registrar of Friendly Societies.

DISSOLUTION

57. The Society may be dissolved by the consent of three quarters of the members by their signatures to an instrument of dissolution, or by winding up in a manner provided by the Act. If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, the assets shall not be distributed among the members, but shall, in accordance with the object of 'the Society, be transferred to such organisation or organisations having objects similar to those of the Society as really be decided by the members at or before the time of the winding up or dissolution or, in so far as the assets are not so transferred, then to some other charitable object.

DECEASED AND BANKRUPT MEMBERS

58. (a) Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member, any property to which personal representative or trustee in bankruptcy has become entitled may be used as the personal representative or trustee in bankruptcy may direct.

(b) A member may in accordance with the Act nominate any person or persons to whom any of her/his property in the Society at the time of her/his death shall be transferred, but such notification shall only be valid to the extent for the time being provided in the Act. On receiving satisfactory proof of the death of a member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full amount of such property to the person so nominated.