

Company Number: 2869179

THE COMPANIES ACT 1948 to 1985



COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Of the

RLA 2019 LIMITED (FORMERLY RESIDENTIAL LANDLORDS ASSOCIATION LTD)

("THE Association")

(Adopted by Special Resolution passed on 8th February 2005)

Further amended in accordance with a Special Resolution passed on 17th November 2016, a further Special Resolution passed on 17th September 2019 effective from 1st April 2020 and a further Special Resolution passed on 28 July 2022

CHANGE OF NAME TO RLA 2019 LIMITED effective from 1st April 2020 pursuant to Special Resolution passed on 17th September 2019

1. Preliminary

(a) In these articles:-

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

"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;

"the Board" means the Board of directors of the Association;

"the Member or Members" means an Ordinary, Corporate or NRLA Member or Ordinary, Corporate or NRLA members of the Association and shall not include an Associate member or Associate members nor any company or corporation excepting an NRLA member or a Corporate member or corporate members who have appointed one person to be registered with the Association as their representative;

"NRLA" means National Residential Landlords Association (Company Number 12187275);

"NRLA Member" means NRLA;

And unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the Association.

(b) The Association is established for the purpose expressed in the memorandum of association.

2. Qualifications of members

(a) There shall be four grades of membership: Ordinary Grade, Associate Grade, Corporate Grade and NRLA Grade.

(b) The subscribers of the memorandum of association of the Association and such other persons are admitted to membership in accordance with the articles and the procedures, terms and conditions from time to time to be determined by the Board shall

be ordinary or Corporate members of the Association. Every member shall sign a consent to become a member. Such consent shall be in writing or in such other form (including electronic form) as the Board may prescribe from time to time.

- (c) No further members save for NRLA may be admitted as a member of the Association. No Ordinary, Corporate or Associate member may renew their subscription for membership of the Association following its expiry.
- (d) Associate members shall be such persons as are admitted to Associate membership in accordance with the procedures, terms and conditions from time to time determined by the Board. They shall have only such rights and privileges as shall be determined by the Board but shall not have the right to vote at general meetings or be liable to contribute to the Assets of the Association under Clause 6 of the memorandum.
- (e) A corporate body or association which is a Corporate member shall appoint a representative who shall during the continuance of his/her appointment be entitled to exercise in any general meeting of the Association all such rights and powers as the corporate body or association would exercise if it were an individual person. Each member organisation shall send to the Secretary of the Association written notification of their choice of representative and of any change thereto.
- (f) Membership shall not be transferable and shall cease on death.
- (g) If any Ordinary or Corporate or Associate member shall wilfully refuse or neglect to comply with the provisions of the memorandum and articles of association or Regulations of the Association or shall be guilty of any conduct prejudicial or likely to be injurious to the Association, such member or Associate member shall be liable to expulsion by a resolution of the Board; provided that at least one week before the meeting at which such resolution is passed the member or Associate member shall have had notice thereof and of the intended resolution for expulsion and that he shall at such meeting, and before the resolution is passed, have had an opportunity of giving either orally or in writing, any explanation or defence he may think fit. An Ordinary Member a Corporate Member or Associate member expelled under this article shall forfeit all rights in and claims upon the Association and its property, except money due to him on loan.
- (h) A Member's spouse or partner-in-life, regardless of gender, will be entitled to all the benefits of membership of the Association excepting only that they will not be entitled to vote at extraordinary general meetings. The Member's spouse or partner-in-life will not be liable to pay membership fees to the Association. The Member's spouse or partner-in-life will continue to enjoy the benefits of membership only for the period during which the Member with whom they are in a personal relationship continues to be a fully paid-up member.
- (i) Upon any Ordinary Corporate or Associate Member becoming a member of the NRLA that Member's membership of the Association shall lapse with immediate effect.
- (j) If any Ordinary Corporate or Associate member fails or omits to become a member of the NRLA and in consequence remains a member of the Association on the last day of the month following the date on which that Member's subscription for membership falls due for renewal ("the cut off date") that Member's membership of the Association shall lapse on the cut off date.
- (k) Any Member whose membership lapses under Regulations 2(i) or (j) shall forfeit all rights in and claims upon the Association and its property, except money due on loans or in the case of any Member whose membership of the Association lapses under Article 2(j) such rights (if any) as he may enjoy under Clause 7 of the Memorandum of Association.

3. Resignation of Members

Any Ordinary member, Corporate member or Associate member of the Association desiring to resign from the Association shall signify such desire in writing to the Secretary and his name shall then be removed from the list of Members or Associate members and he shall cease to be a Member or Associate Member as soon as his name has been removed from the list. An Ordinary Member, Corporate Member or Associate Member who resigns under this article shall forfeit all rights in and claims upon the Association and its property, except money due to him on loan.

4. General Meetings

- (a) Omitted
- (b) All general meetings shall be called extraordinary general meetings.
- (c) The Board may call general meetings and, on a requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.
- (d) A requisition of members is a requisition of members of the Association from Members representing not less than 10 percent of the total voting rights of all the Members having at the date of deposit of the requisition a right to vote at general meetings, unless more than twelve months has elapsed since the end of the last general meeting called in pursuance of a requirement under Section 304 of the Act in relation to which any members of the Association had (by virtue of an enactment, the company's articles or otherwise) rights with respect to the circulation of a resolution no less extensive than they would have had if the meeting had been so called at their request in which case the required percentage is 5%
- (e) Any general meeting shall be called by at least 14 clear day's notice.
- (f) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all the members and to the Board and the auditors.
- (g) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

5. Proceedings at general meetings

- (a) All business shall be deemed special that is transacted at an extraordinary meeting.
- (b) No business shall be transacted at any meeting unless there is a quorum of not less than one member present in person or by proxy at the commencement of such business.
- (c) If within half an hour from 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 to the same day in the following week at the same time and place, or to such other day and at such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.
- (d) The chairman, if any, of the Board or in the absence of him some other member of the Board nominated by the Board shall preside as chairman of the meeting, but if neither the chairman nor such other member of the Board (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number to be chairman, and if there is only one member of the Board present and willing to act, he shall be chairman.

- (e) If no member of the Board is willing to act as chairman or if no member of the Board is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- (f) The chairman may, with the consent of a 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 an adjourned meeting, other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- (g) At any general meeting a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact.
- (h) Each member of Ordinary Grade and Corporate Grade shall have one vote. The member of the NRLA Grade shall have 150,000 votes. All votes shall be given personally or by proxy.
- (i) No member shall vote at any general meeting if any money owing from him on any account to the Association is overdue.
- (j) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - i. By the chairman; or
 - ii. By at least two members having the right to vote at the meeting whether present in person or by proxy.
- (k) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- (l) A poll shall be taken forthwith in such a manner as the chairman directs and he may appoint scrutineers (who need not be members) and the result of the poll shall be declared at the same meeting as soon as possible once it is available. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (m) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
- (n) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- (o) A vote given or poll demanded by the duly authorised representative of a Corporate member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.
- (p) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve).

RLA 2019 Limited	
I/We	, of
Being a member/members of the above-named Association, hereby appoint	
the Chairman of the meeting	,
Or	
Of	, as my/our proxy to attend speak and vote in my/our name[s]
And on my/our behalf at the general meeting of the Association to be held on	
20	, and at any adjournment thereof.
Signed on	20

- (q) Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve).

RLA 2019 Limited	
I/We	, of
Being a member/members of the above-named Association, hereby appoint	
the Chairman of the meeting	,
Or	
Of	, as my/our proxy to attend speak and vote in my/our name[s]
and on my/our behalf at the general meeting of the Association to be held on	
20	, and at any adjournment thereof
Signed on	20

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1 *for *against

Resolution No. 2 *for *against etc

*Mark whichever is desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

- (r) The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may in the case of an instrument in writing be deposited at the Association's office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or in the case of an appointment contained in an electronic communication, where an address has been specified for the purposes of receiving electronic communications:
 - (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the Association in relation to the meeting; or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting,
- (s) be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

6. Board of Directors

- (a) The Directors may appoint the president, and may appoint one of their number to be the Chair of the Board, one or more of their number to be a vice-chair/s and one of their number to be the treasurer or finance director. The directors may at any time remove each of the people so appointed from that office.
- (b) Unless otherwise determined by ordinary resolution, the number of members of the Board shall be subject to a maximum of nine. The number of members of the Board shall not be less than three.
- (c) The Board may continue to act even though the number of its members is reduced by death, retirement or otherwise below the number of three, but if at any time the number is reduced below three the continuing members of the Board shall act only for the purpose of filling vacancies until there are at least three members of the Board or to convene a general meeting of the members of the Association.

7. Powers of the Board

- (a) Subject to the provisions of the Act, the memorandum, the articles and to any directions given by special resolution, the business of the Association shall be managed by the Board who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board by the articles. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- (b) The Board shall engage all such officers and employees as it may consider necessary and shall regulate their duties.
- (c) The Board may appoint one or more of their number to exercise, subject to its directions, a general control over the work of the Board.

8. Appointment and Retirement of Members of the Board

- (a) Directors shall not be required to retire by rotation.
- (b) Omitted
- (c) Omitted
- (d) No person shall be appointed a director at any meeting unless:-
 - i. he is recommended by the directors; or
 - ii. not less than fourteen or more nor more than thirty five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment stating the particulars that would, if he were appointed, be required to be included in the Association's register of directors together with notice executed by that person of his willingness to be appointed and together also with notice executed by or on behalf of the Board giving its consent to any such appointment.
- (e) Subject to the above, the Association may, by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- (f) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

9. Remuneration of Directors

- (a) The directors shall be entitled to such remuneration as the directors may determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
- (b) The Association shall keep at its registered office a register of the remuneration of the directors determined in accordance with sub-article (a) above, together with any details of any expenses paid to the directors.
- (c) The register that is required to be kept under sub-article (b) above shall be open to inspection by every member of the Association without charge.
- (d) In the case of a refusal of an inspection required under sub-article (c) above, the court may by order compel an immediate inspection of it.

10. Disqualification of Members of the Board

- (1) A member of the Board shall vacate his position on the Board:-
 - (a) If a receiving order is made against him or if he makes any arrangements or composition with his creditors.
 - (b) If he becomes of unsound mind;
 - (c) If by notice in writing to the Company, he resigns his office;
 - (d) If he is removed from office by a resolution duly passed by a majority of members at a general meeting.

- (e) If he is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 199 of the Act.
- (2) A Director shall also cease to hold office if he:
- (a) is absent without the leave of the Directors (which may be given at any time) from all meetings of the Directors (including sub-committees of the Board or any other group which comprises or includes Directors established by the Board to assist in the management of the affairs of the Association of which the Director is a Member) held within a period of three months and the Directors resolve that his office be vacated, or
 - (b) is requested in writing by not less than two thirds of all other Directors to resign for a good and sufficient reason provided that before any decision is made by the Directors to remove a Director from office a meeting of the Directors shall be held and the Director who is at risk of being removed from office shall have the right to be heard at that meeting before any decision to remove him from his office is made"

11. Proceedings of the Board

- (a) The Board may delegate any of their powers to sub-committees consisting of such member or members of the Board as they think fit, and any sub- committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. The Board shall have power to appoint any member or members of the Association not at that time on the Board to serve on a sub-committee or sub-committees formed as aforesaid.
- (b) All acts bona fide done at any meeting of the board or of any sub- committee, or by any person acting as a member of the Board, shall notwithstanding it be afterward discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
- (c) The Board shall cause proper Minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company, and of the Board, and of sub-committees and all business transacted at such meetings and any such Minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- (d) A resolution in writing signed by all the members for the time being of the Board or of any sub-committee who are duly entitled to receive notice of a meeting of the Board or of sub-committee, shall be as valid and effectual as if it had been passed at a meeting of the Board, or of such sub-committee, duly convened and constituted.
- (e) The quorum for meetings of the Board or sub-committee shall be one-third of the members of the Board or sub-committee from time to time who are duly entitled to receive notice of a meeting of the Board or sub- committee, subject in all cases to a minimum of two.

12. Directors' Interests

- (a) The Association shall keep at its registered office a register of directors' interests. For the purpose of this article, 'directors' interests' means those interest that a director is under a duty to disclose at a meeting of the directors in accordance with section 177 of the Act.

- (b) The register that is required to be kept under sub-article (a) above shall be open to inspection of every member of the Association without charge.
- (c) Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
 - i. may be a party to , or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
 - ii. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with , or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
 - iii. shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- (d) For the purposes of the preceding regulation:
 - i. A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - ii. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his,
- (e) In accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2006, (SI 2007/3495) the directors shall have authority to authorise matters giving rise to an actual or potential conflict for the purposes of Section 175 of the Companies Act 2006.

13. Regulations

- (a) The Board may from time to time by instrument in writing, make regulations in relation to the Association and may at any time in like manner repeal or vary any variations so made, and all regulations so made for the time being in force shall be binding upon the Members of the Association and shall have full effect accordingly.
- (b) The Board shall adopt such means as it deems sufficient to bring to the notice of the Members of the Association all such regulations, amendments and repeals and all such regulations so long as they be in force shall be binding upon the Members of the Association and shall have full effect accordingly.

14. Secretary

- (a) The Association shall have a secretary who shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit.
- (b) Anything required or authorised to be done by or to the Secretary may if the office is vacant or there is for any other reason no secretary capable of acting be done by or to any assistant or deputy secretary or, or if there is none, by or to any officer of the Association authorised generally or specially in that behalf by the Association.

15. Seal

- (a) The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board, and except in the presence of (1) two members of the Board or (2) at one member of the Board and the Secretary, in each case both of whom shall sign the instrument.

16. Auditors

- (a) Unless the Association takes advantage of an exemption from the requirement to have its year end accounts audited Auditors shall be appointed and their duties regulated in accordance with the Act.

17. Accounts

- (a) Notwithstanding any exemption available to the Association from the requirement for its year-end accounts to be audited, the Association shall have such accounts certified by Auditors. The Board shall have power to fill any casual vacancy in the office of auditors which may occur .

18. Notices

- (a) A notice may be given by the Association to any Member or Associate Member - (i) by delivering it personally (ii) by sending it in a pre-paid envelope addressed to such Member at the Member's registered address (iii) by sending it in electronic form to an address notified by the relevant Member to the Association for that purpose or (iv) by making it available on the Association's website and notifying the Member of its availability in accordance with one of the other methods of service permitted under this paragraph (a).
- (b) Any notice, if served by post, shall be deemed to have been served 48 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.
- (c) Where the Association sends or supplies notices to Members it can do so by reference to the Member's Register as it stands at any time not more than 15 days before the date that the notice is sent or supplied. Any change of details in the Register after that time will not invalidate the sending or supply of the notice and the Association is not obliged to send or supply the notice to any person entered on the Member's Register after the date selected by the Association".

19. Winding up

On the winding-up or dissolution of the Association, after provision has been made for all its debts and liabilities, if so determined by a resolution of the Members or of the Directors, any assets or property that remain available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member who qualifies under this Article) but shall be transferred to another body with objects similar to those of the Association. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be determined by resolution of the directors at or before the time of winding up or dissolution.

20. Indemnity

20(1) Subject to Paragraph (2) a relevant Director of the Association or an associated company may be indemnified out of the Association's assets against -

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company

- (b) any liability incurred by that Director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the Act)
- (c) any other liability incurred by that Director as an Officer of the Company or an associated company
- (2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or any other provision of law,
- (3) In this Article (a) a company is associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate and (b) a "relevant director" means any director or former director of the Association or associated company.

21. Insurance

21(1) The Directors may decide to purchase and maintain insurance at the expense of the Association for the benefit of any relevant Director in respect of any relevant loss.

(2) In this Article -

- (a) the expression a "relevant director" has the same meaning as in Regulation 20.
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association and the associated company or pension fund of the Association or associated company and
- (c) Regulation 20(3)(a) shall apply for the purposes of defining an associated company