

c/n 03436993

THE COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE
OCTAVIA FOUNDATION
(the Company)
Special Resolution

On the 30th day of March 2017 at a general meeting of the Company the following special resolution was agreed and passed by the members:

THAT the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chair, be adopted as the articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association.

TUESDAY



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COMPANIES HOUSE

Company No: 3436993
Charity No:1065817

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
REGISTERED CHARITY

ARTICLES OF ASSOCIATION

OF

OCTAVIA FOUNDATION

Adopted by Special Resolution passed on 30 March 2017

Registered Office

Emily House
202 -208 Kensal Road
London
W10 5BN

REF: HJD/300810561

Articles of Association of OCTAVIA FOUNDATION
adopted by a Special Resolution passed on 30 March 2017

Name

- 1 The charity's name is
- OCTAVIA FOUNDATION
- (and in this document it is called the charity).

Registered office

- 2 The charity's registered office is to be situated in England.

Objects:

- 3 The charity's objects (the Objects) are
- the charity is established to further the charitable purposes of Octavia Housing particularly but without prejudice to the generality of the foregoing by the provision of housing and associated facilities, amenities and services for the poor, the disabled and the aged.

Powers

- 4 (1) In addition to any other powers it may have, the charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. Without limiting the foregoing, the charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to act as a corporate trustee or manager of any property endowment legacy bequest gift or gift of income connected with the purposes of the charity;
 - (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (d) to allow any land building or other real or personal property for the time being owned occupied or held by the charity to be used for such charitable purposes as the charity shall determine either gratuitously or upon payment by any person or persons corporation society or other body to whom the use thereof shall be granted or permitted of such sums or sum of money in the nature of an entrance fee or rent or other

periodical payment or otherwise howsoever as the charity shall think fit;

- (e) to sell, lease, grant options over or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
- (f) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The charity must comply as appropriate with sections 124-126 of the Charities Act 2011, if it wishes to mortgage land;
- (g) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (h) to form and to encourage interested persons to form branches, friends groups or other voluntary groups and provide an organisation within which they should conduct their business which must be for or conducive to the objects of the charity and at its discretion to dissolve any such branches, friends groups or other voluntary groups or dissociate them from the charity. Each branch, friends group or other voluntary group shall be constituted and its affairs shall be carried on in accordance with the regulations (if any) approved from time to time by the Board.
- (i) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (j) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (k) to establish, form, promote, conduct and maintain public exhibitions and displays into housing needs in the community in order to further the charity's objects.
- (l) to advance education in any manner connected with the purposes of the charity through the establishment and funding of courses in any academic or practical discipline and by the management and support of schools, colleges and other places of teaching and learning and the promotion of research and the publication of such research;
- (m) to publish books, pamphlets, reports, leaflets, journals, films, tapes CDs and instructional matters on any media;
- (n) to establish local groups in the United Kingdom and elsewhere for the purpose of promoting the objects of the charity and from time to time to determine the constitution, rights, privileges, obligations and duties of such groups and, if thought fit, to modify and dissolve the same;

- (o) to advertise in such manner as may be thought expedient with a view to promoting the objects of the charity;
- (p) to investigate and conduct research into housing needs and needs ancillary thereto *in the community and methods of fulfilling such needs* and needs ancillary thereto and to publish the useful results of any such research;
- (q) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (r) *to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Trustee only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;*
- (s) to:
 - (i) *deposit or invest funds;*
 - (ii) *employ a professional fund-manager; and*
 - (iii) *arrange for the investments or other property of the charity to be held in the name of a nominee;*

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (t) to provide indemnity insurance for the Trustees or any other officer of the charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of this clause;
- (u) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity; and
- (v) to do all such other lawful things as are necessary for the achievement of the Objects.

(2) *The liabilities referred to in sub-clause (1)(t) are:*

- (a) any liability that by virtue of any rule of law would otherwise attach to a Trustee of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the charity; and
- (b) *the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).*

- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.
- (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation.

Trustees' benefits

- 5 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) Subject to the restrictions in sub-clause (4), a Trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense.
- (c) A Trustee may receive an indemnity from the charity in the circumstances specified in Article 45.
- (3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Trustee receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.
- (4) No Trustee may:
 - (a) buy any goods or services from the charity;

- (b) sell goods, services, or any interest in land to the charity;
 - (c) be employed by, or receive any remuneration from the charity;
 - (d) receive any other financial benefit from the charity;
unless:
 - (i) the payment is permitted by sub-clause (5) of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Trustees having received a financial benefit from the charity; or
 - (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) (i) A Trustee may receive a benefit from the charity in the capacity of a beneficiary of the charity.
- (ii) A Trustee may enter into a contract for the supply of goods or services to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
- (iii) A Trustee may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
- (iv) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.
- (v) A Trustee may receive rent for premises let by the Trustee to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Trustee shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) The Trustees may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
- (b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a Trustee; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.
- (6) In sub-clauses (2)-(5) of this clause 5:
- (a) “charity” shall include any company in which the charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more trustees to the Board of the company;
 - (b) “Trustee” shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.
- (7) 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 these articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
 - (c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

Liability of members

- 6 The liability of the members is limited.

Contribution by members

- 7 Every member promises, if the charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Dissolution

- 8 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) Octavia Housing an Industrial and Provident Society; or
 - (c) by transfer to any charity or charities for purposes similar to the Objects; or
 - (d) to any charity for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the Trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.

Members.

- 9 (1) The sole member of the charity shall consist of Octavia Housing.
- (2) The charity must maintain a register of members.

- (3) Octavia Housing may, by resolution of its board of management, appoint one or more persons each of whom may act as its representative at general meetings and exercise all of its rights as a member of the charity including (without limitation) to attend and vote at general meetings, to sign notice of appointment of a proxy, and to sign any written resolution, poll, ballot, requisition, notice of adjournment or consent.

General meetings.

- 10 The Trustees may call a general meeting at any time.

Notice of general meetings.

- 11 (1) The minimum period of notice required to hold a general meeting of the charity is fourteen clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the 2006 Act .
- (4) The notice must be given to all the members and auditors of the charity.
- 12 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

- 13 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is Octavia Housing present in person or by proxy or by an authorised representative.
- 14 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.

- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 15 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- 16 (1) The member present in person or by proxy or by a representative at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 17 (1) Except where otherwise provided by the 2006 Act every issue is decided by a majority of the votes cast and every member present in person or by proxy or by a representative has one vote on each issue.
- (2) In the event of an equality of votes the chair of the meeting will have a second or casting vote.
- (3) A resolution in writing signed or confirmed by letter or by electronic communications by or on behalf of the requisite majority of the members, for the time being, entitled to vote on the relevant resolution shall be as valid and effective as a resolution passed at a properly called and constituted meeting of members provided that a copy of the proposed resolution has been delivered in accordance with these articles to all members and the requisite majority of members has delivered their agreement in accordance with these articles. Such resolution when signed or approved may comprise more than one document in the same form, each signed or approved by one or more members. For the purposes of this article the requisite majorities are:
- in the case of an ordinary resolution, a simple majority of members who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting; or
 - in the case of a special resolution at least three-quarters of the members who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting.

- 18 (1) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- (2) Octavia Housing shall be entitled to vote and participate as member in relation to any resolution, transaction, contract or other matter in which Octavia Housing has an interest.

Trustees.

- 19 (1) A Trustee must be a natural person aged 18 years or older.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 26.
- 20 The number of Trustees shall be not less than three nor more than twelve (unless otherwise determined by ordinary resolution).
- 21 Notwithstanding any other provision of these Articles, Octavia Housing may by resolution appoint any and all of the Trustees of the charity, remove any and all Trustees and fill the vacancy or vacancies arising.
- 22 The Trustees may from time to time appoint a person to act as Trustee subject to the prior written consent of Octavia Housing.

Fixed terms

- 23 (1) Each Trustee shall be appointed by Octavia Housing or by the Trustees for a fixed period of office (a **Fixed Term**). The Fixed Term shall be determined by the Trustees but shall not exceed three years.
- (2) A Trustee shall cease to hold office on completion of nine years' continuous service as a Trustee (and for this purpose time served on the board of another Group Member or on the board of any predecessor of the charity or of a Group Member shall be counted), save where the Trustees agree that circumstances exist where it would be in the best interest of the charity for a Trustee to serve for a longer period. Any board member ceasing to hold office under this Article 23 shall not be eligible for re-appointment as a Trustee for at least three years.
- 24 A Trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the Trustees.

Powers of Trustees.

- 25 (1) The Trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the 2006 Act, these articles or any special resolution.

- (2) No alteration of these articles and no special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Disqualification and removal of Trustees.

26 A Trustee shall cease to hold office if he or she:

- (1) ceases to be a Trustee by virtue of any provision in the 2006 Act or is prohibited by law from being a Trustee;
- (2) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011;
- (3) a registered medical practitioner who is treating that person gives a written opinion to the charity stating that that person has become physically or mentally incapable of acting as a Trustee or committee member and may remain so for more than three months; or
- (4) resigns as a Trustee by notice to the charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Trustees' remuneration.

27 The Trustees must not be paid any remuneration unless it is authorised by Article 5 .

Proceedings of Trustees.

- 28 (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee or by Octavia Housing.
- (4) Questions arising at a meeting shall be decided by a majority of votes of the Trustees present and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 29 (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

- (2) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
 - (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 30 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 31 (1) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees.
- 32 (1) A resolution in writing agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
 - (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

Delegation.

- 33 (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees. The terms of any delegation must be recorded in the minutes.
- (2) The Trustees may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Trustees.

(3) The Trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

34 A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

35 (1) Subject to paragraph 35(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Trustee;
- and that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

(2) Paragraph 35(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for paragraph 35(1), the resolution would have been void, or if the Trustee has not complied with article 34.

(3) For the purposes of all of these Articles, a Trustee shall not be treated as having an interest, conflict of interest or conflict of loyalty in relation to any resolution, transaction, contract or matter to which Octavia Housing or any group member of Octavia Housing is party or in which it is interested by virtue of the Trustee being a member, board member, officer, employee, or representative of Octavia Housing or of any of its group members.

Secretary

- 36 The Trustees shall from time to time by resolution appoint a person to be a Secretary on such terms consistent with these Articles as the Trustees shall think fit.

Seal.

- 37 If the charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee. The Trustee may determine that the charity will not use a seal, either generally or in relation to any particular document, and will determine how such document is to be executed in accordance with all relevant laws.

Minutes.

- 38 The Trustees must keep minutes of all:
- (1) appointments of officers made by the Trustees;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts.

- 39 (1) The Trustees must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by the 2006 Act.

Annual Report and Return and Register of Charities.

- 40 (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to:
- (a) the transmission of the statements of account to the charity;
 - (b) the preparation of an Annual Report and its transmission to the

Commission;

- (c) the preparation of an Annual Return and its transmission to the Commission.

- (2) The Trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

41 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

42 (1) The charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

43 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 44
- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (3) A notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity.

45 The charity may indemnify any Trustee, Auditor, Reporting Accountant, or other officer of the charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

Rules.

- 46 (1) The Trustees, but only with the consent of Octavia Housing in each case, may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members and Trustees of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Interpretation.

- 47 In these articles:

“the 1985 Act” means the Companies Act 1985;

“the 2006 Act” means the Companies Act 2006;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the charity;

“the charity” means the company intended to be regulated by these articles;

“clear days” in relation to the period of a notice means a 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 Commission” means the Charity Commission for England and Wales;

“Group Member” in relation to any entity means that entity, any body corporate of which it is a subsidiary (parent) and any subsidiary of the entity or any such parent; or

“Industrial and Provident Society” means and includes a co-operative society, community benefit society, or registered society under the Co-operative and Community Benefit Societies Act 2014;

“Octavia Housing” means Octavia Housing a registered society (registered number 13991R) or any body with which it may merge by way of a transfer of engagements or amalgamation;

“officers” includes the Trustees and the Secretary;

“the seal” means the common seal of the charity if it has one;

“Secretary” means the 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;

“the Trustees” means the company directors of the charity or, as the case may be, those of the Trustees present at a meeting of the Trustees at which a quorum is present. The Trustees are charity trustees as defined by Section 177 of the Charities Act 2011;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Reference to a numbered Article is to the article bearing that number in this document.

Unless the context otherwise requires words or expressions contained in these articles (including without limitation, subsidiary) have the same meaning as in the 2006 Act but excluding any statutory modification not in force when the relevant provision of this constitution first becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time

being in force including any such modification or re-enactment made before the date these Articles come into effect.