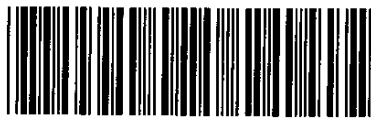


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RM 17/01/2020 #313
COMPANIES HOUSE

Company No: 08613864

The Companies Act 2006

Private Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Paradigm Foundation

Adopted by a Special Resolution of the Charity on 25 February 2014

As amended by a Special Resolution of the Charity on 11 December 2019



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The Companies Acts
A private company limited by Guarantee and not having a Share Capital
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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms and Interpretations

- 1.1 The company's name is the **Paradigm Foundation** and in this document it is referred to as the **charity**.
- 1.2 The charity's registered address shall be in England.
- 1.3 In the articles, unless the context requires otherwise:

articles	means the charity's articles of association;
bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
board	means the board of directors of the charity, which shall consist of the trustees as further detailed in article 25;
chairman	has the meaning given in article 34;
chairman of the meeting	has the meaning given in article 15.3;
charity	means Paradigm Foundation, a company limited by guarantee, incorporated in England (with company no.0861364);
Commission	means the Charity Commission for England and Wales or any successor to its functions from time to time;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the charity;
connected person	means, in article 7, article 32 and article 35: <div style="margin-left: 40px;"><p>(1) a child, parent, grandchild, grandparent, brother or sister of the trustee;</p><p>(2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;</p></div>

(3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;

(4) an institution which is controlled:

- a. by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
- b. by two or more persons falling within sub-clause 4(a), when taken together

(5) a body corporate in which:

- a. the trustee or any connected person falling within sub clauses (1) to (3) has a substantial interest; or
- b. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- c. Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given in section 1168 of the Companies Act 2006;
Group	means at any time all entities who are Group Organisations from time to time;
Group Organisation	may refer to the charity, each subsidiary of the charity, any associate of the charity, any body corporate of which the charity may be a subsidiary and any subsidiary or associate of such body corporate and in these articles "subsidiary" and "associate" have the meaning given to them by section 1159 of the Companies Act 2006;
member	has the meaning given in section 112 of the Companies Act 2006;
ordinary resolution	has the meaning given in section 282 of the Companies Act 2006;
Paradigm Homes Charitable Housing Association Limited	means the exempt charity and registered provider of social housing currently of that name which is registered as a charitable industrial and provident society (with register number: IP27789R) or any successor to it by way of a transfer of engagements, amalgamation or merger from time to time;

Paradigm Housing Group	means Paradigm Housing Group Limited, an industrial and provident society and exempt charity registered in England (register number: IP28844R) or any successor to it by way of a transfer of engagements or amalgamation or merger from time to time, together with its subsidiaries from time to time.
participate	in relation to a board meeting, has the meaning given in article 31;
proxy notice	has the meaning given in article 20;
Secretary	means any person appointed to perform the duties of the charity's company secretary and shall include any deputy secretary, in the secretary's absence or from time to time;
special resolution	has the meaning given in section 283 of the Companies Act 2006;
subsidiary	has the meaning given in section 1159 of the Companies Act 2006; and
trustees	means the directors who sit on the board of the charity, who shall be charity trustees as defined by section 177 of the Charities Act 2011;
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.4 Unless the context otherwise requires, other words or expressions contained in these articles have the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the charity.
- 1.5 The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are deemed to be fully excluded and replaced by the provisions of these articles.
- 1.6 Except where the contrary is stated or the context otherwise requires any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force.
- 1.7 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include corporations.

2 Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- 2.1 payment of the charity's debts and liabilities contracted before he, she or it ceases to be a member,

- 2.2 payment of the costs, charges and expenses of winding up, and
- 2.3 adjustment of the rights of the contributories among themselves.

3 Objects of the Charity

The charity's objects are:

- 3.1 to further the following charitable purposes within the geographical areas in which Paradigm Homes Charitable Housing Association Limited or any other entity in the Paradigm Housing Group operates:
 - 3.1.1 the prevention or relief of financial hardship;
 - 3.1.2 the relief of unemployment;
 - 3.1.3 the advancement of education;
 - 3.1.4 the maintenance or improvement of public amenities;
 - 3.1.5 the provision of recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, have need of such facilities;
 - 3.1.6 the protection or conservation of the environment;
 - 3.1.7 the promotion of public safety and prevention of crime.
- 3.2 to carry out such other charitable purposes as the charity may think fit from time to time.

4 Powers

- 4.1 The charity shall have the power to do anything that a natural or corporate person may lawfully do which is necessary or expedient in furtherance of its Objects (and which is within any relevant parameters set by the Commission) unless prohibited in these articles.
- 4.2 Without limiting the scope of article 4.1, the charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power to:
 - 4.2.1 raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 4.2.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain an equip it for use;
 - 4.2.3 sell, lease 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 and 122 of the Charities Act 2011;
 - 4.2.4 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
 - 4.2.5 to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of

an obligation. The charity must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land;

- 4.2.6 co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.2.7 establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.2.8 acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 4.2.9 set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.2.10 employ and remunerate such staff as 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 articles 6 and 7 and provided it complies with the conditions in those articles;
- 4.2.11 deposit and invest funds, employ a professional fund-manager and/or arrange for the investments or other property of the charity to be held in the name of a nominee, each 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;
- 4.2.12 provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 4.2.13 pay out the funds of the charity the costs of forming and registering the charity both as a company and as a charity and the continuing administration of the charity (subject to articles 6 and 7);
- 4.2.14 lend or make grants or donations of money on such terms as its board shall think fit and accept (or disclaim) gifts of money and any other property;
- 4.2.15 invest the charity's money not immediately required for its Objects in or upon any investments, securities, or property;
- 4.2.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.2.17 enter into and perform any derivative transaction on such terms as its board may think fit;
- 4.2.18 incorporate, set up, support, administer or acquire other corporate bodies for any purpose including trade;
- 4.2.19 trade in the course of carrying out the Objects of the charity and carry on any other trade (provided that such trade is ancillary to its charitable Objects);
- 4.2.20 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 4.2.21 insure the property of the charity against any foreseeable risk and take out other insurance policies as are considered necessary by the board to protect the charity; and
- 4.2.22 pay out of the funds of the charity the cost of any premium in respect of indemnity insurance to cover the liability of the board (or any trustee) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the charity: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the board (or any trustees) knew was a breach of trust or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not.

5 Equality and Diversity

The charity recognises the value of diversity. It will not tolerate unlawful discrimination on the grounds of age, gender, gender reassignment, marital or civil partnership status, race, nationality or ethnic origin, caste, religion or similar philosophical belief, sexual orientation or disability and at all times will have due regard to its obligations under the Equality Act 2010.

6 Application of Income and Property

- 6.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 6.2 Noting herein shall prevent the following:
 - 6.2.1 A trustee is entitled to be reimbursed from the property of the charity. The charity may pay out of such property reasonable expenses properly incurred by the trustee when they are acting or have acted on behalf of the charity.
 - 6.2.2 A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - 6.2.3 A trustee may receive an indemnity from the charity in the circumstances specified in article 48.
 - 6.2.4 A trustee may not receive any other benefit or payment unless it is authorised by article 7.
- 6.3 Subject to article 6.1, 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:
 - 6.3.1 a benefit from the charity in the capacity of a beneficiary of the charity;
 - 6.3.2 reasonable and proper remuneration for any goods or services supplied to the charity.

7 Benefits and payments to trustees and connected persons

- 7.1 No trustee or connected person may:

- 7.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- 7.1.2 sell goods, services, or any interest in land to the charity;
- 7.1.3 be employed by, or receive any remuneration from the charity;
- 7.1.4 receive any other financial benefit from the charity;

unless the payment is permitted by article 7.2 or authorised by the court or the Charity Commission.

In this article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 A trustee or connected person may:

- 7.2.1 receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- 7.2.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 186 and 196 of the Charities Act 2011.

7.3 Subject to article 7.7, a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.

7.4 A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate of interest chosen and agreed by the board.

7.5 A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.6 The trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

7.7 The charity and its trustees may only rely upon the authority provided by article 7.3 if each of the following conditions is satisfied:

- 7.7.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or the trustees (as the case may be) and the trustee or connected person supplying the goods (‘the supplier’) under which the supplier is to supply the goods in question to or on behalf of the charity.
- 7.7.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 7.7.3 The other trustees are satisfied that it is in the best interests of the charity to contact with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.

7.7.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

7.7.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.

7.7.6 The reason for their decision is recorded by the trustees in the minute book.

7.7.7 A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.2.

7.8 In articles 7.2 and 7.7:

7.8.1 A “charity” includes any body corporate in which the charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more trustees to the board of the body corporate.

7.8.2 ‘connected person’ includes any person within the definition in article 1.

8 Winding Up

If, upon the winding up or the dissolution of the charity, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members, but shall be given or transferred for the charitable purposes of Paradigm Homes Charitable Housing Association or, in the event that Paradigm Homes Charitable Housing Association is unable to unwilling to accept such gift or transfer, some other charitable institution or charitable institutions having objects similar to the Objects of the charity, which shall prohibit the distribution of its or their income and property to an extent at least as great as that imposed on the charity under or by virtue of these articles hereof. In the event that Paradigm Homes Charitable Housing Association does not accept such gift or transfer, the decision as to which charitable institution or charitable institutions receive the charity’s remaining property shall be determined by the members at or before the time of dissolution.

PART 2

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

9 Admission of members

- 9.1 The subscribers to the charity's memorandum of association shall be the first members of the charity.
- 9.2 The board may set and review from time to time, policies and objectives for admitting persons to membership of the charity. The board shall admit new members in accordance with such policies.
- 9.3 Such persons or bodies as are admitted to membership in accordance with the articles and whose name and address is entered in the charity's register of members shall be members of the charity.
- 9.4 A body corporate which is a member shall be invited to nominate a person to act as its representative in the manner provided for in the Companies Acts. Such representative shall have the right on behalf of the corporation (and to the extent only to which the body corporate would if a person be entitled to do so) to attend meetings of the charity and vote thereat, and generally exercise all rights of membership on behalf of the body corporate. A body corporate may from time to time revoke the nomination of such representative and nominate another representative in his place. All such nominations and revocations shall be in writing.

10 Cessation of Membership

- 10.1 A member may withdraw from membership of the charity by giving 7 days' notice to the charity in writing.
- 10.2 Membership of the charity is not transferable.
- 10.3 A person's membership terminates when that person dies or ceases to exist.
- 10.4 The following cannot be or become or remain members:
 - 10.4.1 a minor;
 - 10.4.2 a person who has been expelled as a member;
 - 10.4.3 an employee of the charity;
 - 10.4.4 a person who does not participate in, nor deliver written apologies in advance for two consecutive annual general meetings of the charity;
 - 10.4.5 a body corporate which ceases to be a body corporate; or
 - 10.4.6 a trustee who cease to be a trustee (unless the board acting in its absolute discretion, describes by at least a simple majority that they should remain a member;

and any person who falls into any of the categories set out above will immediately cease to be a member.

- 10.5 The board may remove a member from membership if it approves, by a simple majority at least, a resolution that it is in the best interests of the charity that that person's membership is terminated. Such a resolution to remove a member from membership may only be passed if:
- 10.5.1 The member has been given at least twenty one days' notice in writing of the board meeting at which the resolution will be proposed and the reasons why it is to be proposed;
 - 10.5.2 The member and/or, at the option of the member, the member's representative (who need not be a member of the charity), has been invited to make representations to the meeting. For the avoidance of doubt, the meeting may take place even if the member or their representative does not attend following their invitation.
 - 10.5.3 At the meeting called for this purpose, the trustees shall consider the evidence presented by the board and by the member (if any).
 - 10.5.4 If the resolution to expel the member is passed in accordance with this article 10 the person concerned shall immediately cease to be a member.

ORGANISATION OF GENERAL MEETINGS

11 Annual general meeting

- 11.1 The charity shall hold an annual general meeting each year within six calendar months after the close of each financial year or such later date as may be permitted by law.
- 11.2 The functions of the annual general meeting shall be to:
- 11.2.1 receive
 - (a) the annual accounts for the charity's last accounting period;
 - (b) the report of the auditor on those accounts; and
 - (c) the board's report on the affairs of the charity; and
 - 11.2.2 transact any other general business of the charity to which reference is made in the notice conveying the meeting including any business that requires a special resolution.

12 Attendance and speaking at general meetings

- 12.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to be identified and have their identity verified by all those attending the meeting and to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

- 12.2 A person is able to exercise the right to vote at a general meeting when—
- 12.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 12.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.3 The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 12.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 12.5 *Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.*

13 Notice

- 13.1 Notices for general meetings shall be given in accordance with the relevant provisions of the Companies Acts from time to time. 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, being a majority who together hold not less than 90% of the voting rights.
- 13.2 The notice must specify the date, time and place of the meeting, and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2005 and article 21.
- 13.3 The notice must be given to all the members and to the trustees and auditors.
- 13.4 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 or any other reason.

14 Quorum for general meetings

- 14.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 14.2 A general meeting shall be quorate if three (3) members are present in person or by proxy, provided that of those present, at least two are present in person.
- 14.3 If at any time, the charity has fewer than three members, all members of the charity must be present for a general meeting to be quorate.

15 Chairing general meetings

- 15.1 If the trustees have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 15.2 If the trustees have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

15.2.1 the trustees present, or

15.2.2 (if no trustees are present), the meeting,

must appoint a trustee or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- 15.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

16 Attendance and speaking by Trustees and non-members

- 16.1 Trustees may attend and speak at general meetings.

- 16.2 The chairman of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting.

17 Adjournment

- 17.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

- 17.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

17.2.1 the members present in person or by proxy at the meeting agree by a simple majority or more to an adjournment, or

17.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 17.3 When adjourning a general meeting, the chairman of the meeting must—

17.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the trustees, and

17.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 17.4 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the charity must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

17.4.1 to the same persons to whom notice of the charity's general meetings is required to be given, and

17.4.2 containing the same information which such notice is required to contain.

- 17.5 If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting then, notwithstanding article 17.1 above, the members present shall form a quorum.

- 17.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

18 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

18.1 A poll on a resolution may be demanded—

18.1.1 in advance of the general meeting where it is to be put to the vote, or

18.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

18.2 Subject to the provisions of the Companies Acts, a poll may be demanded by—

18.2.1 the chairman of the meeting; or

18.2.2 any two trustees; or

18.2.3 at least two members present in person or by proxy having the right to vote on the resolution,

and a demand by a person as proxy for a member shall be the same as a demand by a member.

18.3 A demand for a poll may be withdrawn if—

18.3.1 the poll has not yet been taken, and

18.3.2 the chairman of the meeting consents to the withdrawal.

18.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs. The chairman may appoint scrutineers (who need not be members) and fix a time and a place for declaring the results of the poll.

18.5 On a show of hands or a poll, the members present in person or by proxy shall each have one vote.

18.6 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote the chairman may have.

18.7 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

19 Errors and disputes

19.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

19.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

20 Content of proxy notices

- 20.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- 20.1.1 states the name and address of the member appointing the proxy;
 - 20.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 20.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - 20.1.4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 20.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 20.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 20.4 Unless a proxy notice indicates otherwise, it must be treated as—
- 20.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 20.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

21 Delivery of proxy notices

- 21.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- 21.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 21.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 21.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

22 Amendments to resolutions

- 22.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 22.1.1 notice of the proposed amendment is given to the charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

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- 22.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 22.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 22.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 22.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

23 Written resolutions

Written resolutions may be passed by the members in accordance with the Companies Acts.

PART 3

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

24 Trustees' general authority

- 24.1 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 Companies Acts, the articles or any special resolution.
- 24.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- 24.3 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.

25 Composition of the Board

- 25.1 The board shall consist of between three and seven trustees.
- 25.2 No executive officer of the charity may be co-opted or appointed to the charity's board if, immediately following their co-option or appointment to the board, more than one quarter of the board (including co-optees) would be executive officers.

26 Members' reserve power

- 26.1 The members may, by special resolution, direct the trustees to take, or refrain from taking, specified action.
- 26.2 No such special resolution invalidates anything which the trustees have done before the passing of the resolution.

27 Trustees may delegate

- 27.1 Subject to the articles, the trustees may delegate any of the powers which are conferred on them under the articles—
 - 27.1.1 to such person or committee;
 - 27.1.2 by such means (including by power of attorney);
 - 27.1.3 to such an extent;
 - 27.1.4 in relation to such matters or territories; and
 - 27.1.5 on such terms and conditions;as they think fit.
- 27.2 If the trustees so specify, any such delegation may authorise further delegation of the trustees' powers by any person to whom they are delegated.

27.3 The trustees may revoke any delegation in whole or part, or alter its terms and conditions.

28 Committees

28.1 Committees to which the trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by trustees.

28.2 The trustees may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY TRUSTEES

29 Trustees to take decisions collectively

29.1 The general rule about decision-making by trustees is that any decision of the trustees must be either a majority decision at a meeting or a decision taken in accordance with article 29.4.

29.2 If:

29.2.1 the charity only has one trustee, and

29.2.2 no provision of the articles requires it to have more than one trustee,

29.3 the general rule does not apply, and the trustee may take decisions without regard to any of the provisions of the articles relating to trustees' decision-making.

29.4 A resolution in writing or in electronic form agreed by seventy-five per cent. (75%) of the trustees entitled to receive notice of a meeting of the 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 duly convened and held.

29.5 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.

30 Calling a board meeting

30.1 Any trustee may call a board meeting by giving notice of the meeting to all the trustees or by authorising the Secretary (if any) to give such notice.

30.2 Notice of any Board meeting must indicate:

30.2.1 its proposed date and time;

30.2.2 where it is to take place; and

30.2.3 if it is anticipated that the trustees participating in the meeting will not be in the same place, how it is proposed that they should identify one another and communicate with one another during the meeting.

30.3 Notice of a board meeting must be given to each trustee, but need not be in writing.

- 30.4 Board meetings must be called with at least seven days' notice, unless no fewer than 90% of the trustees agree to the meeting being held with shorter notice.

31 Participation in Board meetings

- 31.1 Subject to the articles, trustees participate in a board meeting, or part of a board meeting, when—

31.1.1 the meeting has been called and takes place in accordance with the articles, and

31.1.2 they can each (a) be identified by the others and (b) communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 31.2 In determining whether trustees are participating in a board meeting, it is irrelevant where any trustee is or how they communicate with each other.

- 31.3 If all the trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

32 Validity of Trustees' Decisions

- 32.1 Subject to article 32.2, all acts done by a meeting of trustees or of a committee of the board, shall be valid notwithstanding the participation in any vote of a trustee:

32.1.1 who was disqualified from holding office;

32.1.2 who had previously retired or who had been obliged by reason of a conflict of interests or otherwise;

32.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

32.1.4 the vote of the trustee; and

32.1.5 that trustee being counted in the quorum;

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

- 32.2 Article 32.1 does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustee or of a committee of the board if, but for article 32.1, that resolution would have been void, or if the trustee has not complied with article 31.1.

33 Quorum for Board meetings

- 33.1 At a board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 33.2 The quorum for board meetings may be fixed from time to time by a decision of the trustees, but it must never be less than two, and unless otherwise fixed it is two. The board may set out additional requirements in the charity's standing orders.

- 33.3 If the total number of trustees for the time being is less than the quorum required, the Board must not take any decision other than a decision:

33.3.1 to appoint further trustees, or

33.3.2 to call a general meeting so as to enable the members to appoint further trustees.

34 Chairing of Board meetings

34.1 The trustees may appoint one of their number to chair their meetings.

34.2 The person so appointed for the time being is known as the chairman.

34.3 The trustees may terminate the chairman's appointment at any time.

34.4 If the chairman is not able to participate in a trustees' meeting within ten minutes of the time at which it was to start, the participating trustees must appoint one of themselves to chair it.

35 Conflicts of Interest and Conflicts of Loyalties

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

35.1.1 the conflicted trustee is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;

35.1.2 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; and

35.1.3 the unconflicted trustee consider it is in the interest of the charity to authorise the conflict of interests in the circumstances applying.

35.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

36 Casting vote

36.1 If the numbers of votes for and against a proposal are equal, the chairman or other trustee chairing the meeting has a casting vote.

36.2 But this does not apply if, in accordance with the articles, the chairman or other trustee not to be counted as participating in the decision-making process for quorum or voting purposes.

37 Records of decisions to be kept

The trustees must ensure that the charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the trustees.

38 Trustees' discretion to make further rules

Subject to the articles, the trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to trustees.

APPOINTMENT OF TRUSTEES

39 Appointment of Trustees

39.1 The charity may by ordinary resolution:

39.1.1 appoint a person who is willing and able to act to be a trustee; and

39.1.2 determine the rotation in which any additional trustees are to retire.

39.2 No person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless:

39.2.1 he or she is recommended for re-election by the trustee; or

39.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:

- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a trustee;
- (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

39.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a trustee other than a trustee who is to retire by rotation.

39.4 Paradigm Homes Charitable Housing Association Limited may from time to time by notice in writing to the secretary nominate one person to serve as a trustee (and may revoke such nomination), and the trustees of the charity shall appoint such nominee as a trustee and admit him or her to membership of the charity.

39.5 No Trustee may appoint another person to carry out their responsibilities and/or exercise their powers (that is, an alternate director).

40 Retirement of Trustees

40.1 At the first annual general meeting all the trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient trustees to hold a quorate meeting of the trustees. At each subsequent annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one trustee he or she must retire.

40.2

40.2.1 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

40.2.2 If a trustees is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

41 Termination of Trusteeship

A person shall cease to hold office as a trustee if:

- 41.1 they cease to be a trustee by virtue of any provision of the Companies Acts or are prohibited from being a trustee by law;
- 41.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011;
- 41.3 is absent without leave of the board from three consecutive board meetings;
- 41.4 a bankruptcy order is made against that person;
- 41.5 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 41.6 they have been convicted of an indictable offence which is not, or cannot be, spent or they have been convicted of or cautioned for any other offence at any time which in the opinion of the board brings the charity into disrepute or which is considered by the board to be incompatible with the role of trustee or committee member and the board resolves (by a two-thirds majority) that they should be removed;
- 41.7 they are, and then cease to be, a member of the charity;
- 41.8 being an executive officer, their contract of employment is terminated;
- 41.9 being a non-executive trustee, their terms of appointment (however titled) with the charity's terminated;
- 41.10 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 and may remain so for more than three months;
- 41.11 by reason of their mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 41.12 notification is received by the charity from the trustee that the trustee is resigning from office, and such resignation takes effect in accordance with its terms,

and any person and any trustee who at any time falls into one of the categories listed above, shall immediately cease to be a trustee.

42 Trustees' expenses

- 42.1 Trustees may undertake any services for the charity that the trustees, acting in good faith, decide.
- 42.2 Unless the trustees decide otherwise, trustees are not accountable to the charity for any remuneration which they receive as trustees or other officers or employees of the charity's subsidiaries or of any other body corporate in which the charity is interested.

43 Trustees' expenses

- 43.1 The charity may pay any reasonable expenses which the trustees properly incur in connection with their attendance at:
 - 43.1.1 meetings of trustees or committees of trustees,
 - 43.1.2 General meetings, or
 - 43.1.3 Separate meetings of the holders of debentures of the charity,or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the charity.

PART 4
ADMINISTRATIVE ARRANGEMENTS

44 Means of communication to be used

- 44.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 44.2 Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
- 44.3 A trustee may agree with the charity that notices or documents sent to that trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 44.4 Any notice to be given to or by any person pursuant to the articles;
- 44.4.1 must be in writing; or
- 44.4.2 must be given in electronic form.
- 44.5 The charity may give any notice to a member either:
- 44.5.1 personally; or
- 44.5.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- 44.5.3 by leaving it at the address of the member; or
- 44.5.4 by giving it in electronic form to the member's address; or
- 44.5.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 44.6 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.
- 44.7 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.
- 44.8 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

44.9 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

44.10 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

44.10.1 48 hours after the envelope contained it was posted; or

44.10.2 in the case of an electronic form of communication, 48 hours after it was sent.

45 Company seals

If the charity has a seal it must only be used by the authority of the trustees or of a duly authorised committee of the board. 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.

46 No right to inspect accounts and other records

Except as provided by law or authorised by the trustees or an ordinary resolution of the charity, no member is entitled to inspect any of the charity's accounting or other records or documents merely by virtue of being a member.

47 Provision for employees on cessation of business

The trustees may decide to make provision for the benefit of persons employed or formerly employed by the charity or any of its subsidiaries (other than a trustee or former trustee or shadow trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the charity or that subsidiary.

TRUSTEES' INDEMNITY AND INSURANCE

48 Indemnity

48.1 Subject to article 48.2, a relevant trustee of the Charity or an associated company may be indemnified out of the Charity's assets against—

48.1.1 any liability incurred by that trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity or an associated company;

48.1.2 any liability incurred by that trustee in connection with the activities of the Charity or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

48.1.3 any other liability incurred by that trustee as an officer of the Charity or an associated company.

48.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

48.3 In this article:

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48.3.2 a "relevant director" means any trustee or former trustee of the charity or an associated company.

49 Insurance

49.1 The trustees may decide to purchase and maintain insurance, at the expense of the charity, for the benefit of any relevant director in respect of any relevant loss.

49.2 In this article:

49.2.1 a "relevant director" means any trustee or former trustee of the charity or an associated company,

49.2.2 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 charity, any associated company or any pension fund or employees' share scheme of the charity or associated company, and

49.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

50 Amendment of Articles

The charity may in accordance with legislation amend its articles of association from time to time in accordance with legislation, but not as to stop the charity from being a charity.

51 Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation. The trustees may from time to time set and review procedures for mediation for such disputes.