

COMPANIES ACT 2006
SPECIAL RESOLUTION

Company Name: FIFE FEDERATION OF TENANTS & RESIDENTS ASSOCIATIONS (FFOTRA) LTD

Company Number: SC499162.....

At an Annual General Meeting* / ~~General meeting~~* (*delete as appropriate) of the members of the above named company, duly convened and held at:

FIFE VOLUNTARY ACTION

16 EAST FERGUS PLACE

KIRKCALDY KY11XT

On the 5th day of SEPTEMBER 2019

The following Special Resolution was passed.

That the attached Articles of Association be adopted in place of any previously registered

Signed: Dally (VICE CHAIRPERSON)

*Director / secretary / CIC Manager (if appropriate) / administrator / administrative receiver / receiver manager / receiver, on behalf of the company.

(*delete as appropriate)

TUESDAY



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SCT

05/11/2019


#306

COMPANIES HOUSE

Fife Federation of Tenants & Residents Associations (FFOTRA) LTD

Company Articles

Company No 499162

Signed by FFOTRA Chair:  (VICE CHAIRMAN)
PP
Printed Name: Moira Chambers.

Approved by Members 05 Sept. 2019

10 Sept. 2019

These are the Articles of Association as approved by its members and contain the objects, powers, restrictions and procedures of the organisation.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

FIFE FEDERATION OF TENANTS AND RESIDENTS ASSOCIATIONS

(FFOTRA) LTD

CONSTITUTION OF COMPANY

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

DEFINED TERMS

- 2 In these articles of association, unless the context requires otherwise:-
- (a) "Act" means the Companies Act 2006;
 - (b) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) "electronic form" has the meaning given in section 1168 of the Act;
 - (e) "OSCR" means the Office of the Scottish Charity Regulator;
 - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - (g) "subsidiary" has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

OBJECTS

4 The company's objects are :

The advancement of citizenship and community development in order to safeguard and promote the interests of tenants and residents associations in Fife on matters concerning housing, environment, living conditions, quality of life, community facilities and services in a common effort to enhance education and to provide facilities in the interest of social welfare with the object of improving the conditions of life for the said inhabitants.

In furtherance to this object, the Federation Board shall establish, maintain and manage FFOTRA for activities promoted by the Federation and its constituent members. The company's objects are restricted to those set out in article 4 (but subject to article 5).

5 The company may (*in the case of also being a Charity this will be subject to first obtaining the consent of OSCR*) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

POWERS

6 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-

- (a) To provide relevant information, including information from statutory bodies and to facilitate the exchange and sharing of resources, ideas and the planning of services to the local community
- (b) To promote and assist in the setting up of new Tenants and Residents Associations, encourage and support existing ones and help build the independence and confidence of member associations through the sharing of information and experiences and the provision of education and training
- (c) To represent the views of members and influence the policies, procedures and decisions of the local authority and negotiate with them and other landlord bodies on matters concerning the provision of housing and other services within the community
- (d) Campaign for continued investment and improvements to rented housing and local services as well as a rational and secure system of funding for Fife's Tenants and Residents Movement
- (e) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the company in such manner and on such security as the Company may think fit
- (f) To hold a bank accounts in the name of the Company, raise funds and to invite and receive contributions from any person or persons by way of

subscription, donation or otherwise; however the Company shall have the right to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit

- (g) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (h) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (i) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities
- (j) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (k) Subject to Clause 4, to employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (l) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies to further the company's objects.
- (m) To effect insurance of all kinds (which may include officers' liability insurance).
- (n) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (o) To do all or any of the things previously authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company
- (q) To do all such other lawful things as are necessary for the attainment of the above objects or any of them

RESTRICTIONS ON USE OF THE COMPANY'S ASSETS

- 7 (a) The income and property of the company shall be applied solely towards promoting the company's objects.
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.

- (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services actually rendered to the company with the majority agreement of the other members.

LIABILITY OF MEMBERS OF THE COMPANY

- 8 Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before they cease to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.
 - (d) This is subject to annual review

MEMBERSHIP

- 9 The members of the Company shall consist of the subscribers to the articles of association and such other persons as are admitted to membership (under articles 12 to 15).
- 10 Membership of the *Board of Directors* is open to *Members of the Company* which includes anyone over the age of sixteen who is not disqualified from acting as a Charity Trustee or Company Director by law, who supports the aims of the organisation.
- 11 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

APPLICATION FOR MEMBERSHIP OF THE COMPANY

- 12 (a) Full membership shall be open to any constituted Tenants and Residents Association (TRA) operating in Fife, or other constituted community group operating in Fife that performs broadly the same functions as a TRA, and who wishes to become a member with full voting rights must sign, and lodge with the company, a written application for membership.
- (b) Associate Membership with no voting rights shall be open to any individual over the age of 16 working in Fife, and/or residing in Fife, and/or any organisation operating in Fife, who supports the aims of the Company, on completion of a written application for membership.
- 13 The directors may, at their discretion and without any requirement to divulge a reason, refuse any application for membership.

- 14 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

REGISTER OF MEMBERS OF THE COMPANY

- 15 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

WITHDRAWAL FROM MEMBERSHIP

- 16 Any member shall provide the company at least 28 days clear notice; on receipt of the notice by the company, he/she shall cease to be a member.

EXPULSION FROM MEMBERSHIP

- 17 Any member may be expelled from membership by special resolution (see article 32), providing the following procedures have been observed:-
- (a) at least 28 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

TERMINATION/TRANSFER

- 18 Membership shall cease on death.
- 19 A member may not transfer his/her membership to any other person.

OPEN MEETINGS (MEETINGS OF MEMBERS)

- 20 All meetings other than annual / open meetings shall be called general meetings
- 21 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 22 Not more than 15 months shall elapse between one annual general meeting and the next.
- 23 The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the company
 - (b) consideration of the annual accounts of the company
 - (c) the election/re-election of directors, as referred to in articles 44 to 49
- 24 The directors may convene a general meeting at any time.
- 25 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

NOTICE OF OPEN MEETINGS

- 26 At least twenty-eight clear days' notice must be given of an annual general meeting or a general meeting called for the passing of a special resolution or a resolution appointing someone as a director. All other open meetings shall be called by at least fourteen clear days' notice
- 27 The reference to "clear days" in article 26 shall be taken to mean that, for the notice period, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 28 A notice calling a meeting shall specify the time and place of the meeting and (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 33, or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 29 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting
- 30 Notice of every general meeting shall be given to all the members, directors and the Auditors

SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

- 31 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 31. For the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 32 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
 - (a) to alter its name
 - (b) to alter any provision of these articles or adopt new articles of association.
- 33 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 31.

PROCEDURE AT GENERAL MEETINGS

- 34 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be no less than 50% of the membership entitled to vote (either in person or by proxy voting).
- 35 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 36 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 37 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine, 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.
- 38 Every member shall have one vote, whether on a show of hands, a secret ballot or proxy vote.
- 39 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 40 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is requested by the chairperson (or by at least two persons present in person at the meeting and entitled to vote); a secret ballot may be requested either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 41 If a secret ballot is requested, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was requested.

DIRECTORS

- 42 The maximum number of elected directors shall be ten and the minimum shall be five. In addition the directors may co-opt a maximum of two directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 43 A person shall not be eligible for election/appointment as a director unless he/she is an active member of an organisation which is a member of the company.
- 44 At each annual general meeting, the members may elect (subject to article 49) a maximum of two members from any member organisation (providing he/she is willing to act) to be a director.

- 45 The directors may at any time co-opt an eligible Associate Member or an active member of an organisation which is a member of the company (providing he/she is willing to act) to be a director (subject to article 49).
- 46 Each director will be appointed to serve for three years and will be eligible for re-appointment for a further three years
- 47 A director who has served for two consecutive terms (i.e. six years) will not normally be eligible for re-election until a break period of at least one year has been observed.
- 48 At each Annual General Meeting one third of the directors will retire; the question of who will stand down will be decided by the Board who will take account of area representation. Subsequent directors will retire from office according to the conditions set out in clauses 47 & 48

TERMINATION OF OFFICE

- 49 A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under any statutory provision from being a charity trustee
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) he/she ceases to be an active member of a Member organisation or ceases to be an Associate Member of the company
 - (e) he/she becomes an employee of the company
 - (f) he/she resigns office by notice to the company
 - (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
 - (h) he/she is removed from office by ordinary resolution (special notice having been given) as in section 168 of the Act.

REGISTER OF DIRECTORS

- 50 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

OFFICE BEARERS

- 51 At the first meeting of the directors following each AGM, the directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate. Directors commencing a sixth year of continuous service shall not be eligible for election as an office bearer
- 52 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 53 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

POWERS OF DIRECTORS

- 54 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

PROCEDURE AT DIRECTORS' MEETINGS

- 55 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 56 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 57 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be at least four.
- 58 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 59 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 60 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 61 For the purposes of article 60, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

DELEGATION TO SUB-COMMITTEES

- 62 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 63 Any delegation of powers under article 62 is subject to such conditions as the directors may impose and may be revoked or altered.
- 64 The rules of procedure for any sub-committee shall be as prescribed by the directors. Final decision-making shall always rest with the full Board of Directors.

OPERATION OF BANK ACCOUNTS

- 65 Any bank account in which any part of the assets of the Company is deposited shall be operated by the directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by two signatories authorised for this purpose by the directors in accordance with the financial regulations of the Company and the terms of any mandates with the Company's bankers.

SECRETARY

- 66 The directors may from time to time appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be a director or an employee of the Company or any other person considered appropriate by the directors; the company secretary may be removed by them at any time.

MINUTES

- 67 The directors shall ensure that minutes are made of all proceedings at open meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present.

ACCOUNTS

- 68 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 69 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

- 70 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

NOTICES of MEETINGS

- 71 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 72 Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 73 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

WINDING-UP

- 74 If on the winding-up of the company any property remains after satisfaction of all *the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution, to be used solely for a similar charitable purpose or charitable purposes.*

INDEMNITY

- 75 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted *or* any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

- 76 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).