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Register No. 26496 R

RULES

OF THE

South Yorkshire (Seam) Housing Association Ltd

*Registered under the Industrial
and Provident Societies Act 1965*

Model G 1969

Published by
NATIONAL FEDERATION OF HOUSING ASSOCIATIONS

RULES

NAME, OBJECTS AND REGISTERED OFFICE

1. The name of the Society shall be *South Yorkshire (Second) Housing Association Limited* (hereinafter called 'the Association').

2. The objects of the Association shall be to carry on the industry, business or trade of providing housing and any associated amenities.

3. The Association shall have power to do all things necessary or expedient for the fulfilment of its objects.

4. The Association shall not trade for profit.

5. The registered office of the Association shall be at

St. Simeon House,

Maame Street,

Sheffield S3 7UW South Yorkshire

Notice in the form prescribed by Treasury Regulations of any change in the situation of the registered office shall be sent by the secretary to the Registrar of Friendly Societies within fourteen days thereof.

6. The registered name of the Association shall be kept painted or affixed in a conspicuous position in letters easily legible on the outside of every office or place in which the business of the Association is carried on, and the registered name of the Association shall be engraved in legible characters on its seal, and shall be mentioned in legible characters in all business letters of the Association, notices, advertisements and other official publications of the Association, and in bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Association, and in bills, invoices, receipts and letters of credit of the Association.

MEMBERSHIP

7. The members of the Association shall be the persons whose names are entered in the register of members. The Committee may in their discretion admit to membership any individual persons (including the nominees of unincorporate bodies), Societies, Companies and Local Authorities (being bodies corporate).

8. Every member shall hold one share only in the Association.

9. An applicant for membership shall forward to the registered office together with his application the sum of one pound (which shall be returned to him if the application is not approved) and every application shall be considered by the Committee at its next meeting after it is made, or so soon thereafter as is practicable. If the application is approved the name of the applicant and the other necessary particulars shall be entered in the register of members and one share in the Association shall be issued to the applicant.

10. No person who is a minor shall be admitted to membership.

11. A member who is a nominee of an unincorporate body shall have entered against his name in the register of members the name of the unincorporate body by whom he has been nominated.

12. A member shall cease to be a member if

- (i) he dies; or
- (ii) in the case of a body corporate ceases to be a body corporate; or
- (iii) is expelled; or
- (iv) withdraws from the Association; or
- (v) in the case of the nominee of an unincorporate body, transfers his share to another nominee.

13. Any member may withdraw from the Association by giving the Secretary one month's notice in writing of his intention so to do.

14.—(a) A member may be expelled by a resolution carried by the votes of two-thirds of the members present in person or by proxy and voting on a poll at an annual or a special general meeting of the Association of which notice has been duly given, provided that a complaint in writing of conduct detrimental to the interests of the Association has been sent to him by order of the Committee not less than one calendar month before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and to attend the meeting called under this rule. At such meeting the members shall consider evidence in support of the complaint and such evidence as the member may wish to place before them. If on due notice having been served upon him the member fails to attend the meeting without due cause the meeting may proceed in his absence.

(b) A person expelled from membership shall cease to be a member at the expiration of 28 days from the date at which the resolution to expel him was carried under the preceding paragraph of this rule.

(c) Subject to there being sufficient funds for payment of all existing claims against the Association known to the Committee, a member so expelled shall at the date of the resolution for his expulsion be paid the value of any loan stock held by him.

(d) No person who has been expelled from membership shall be re-admitted except by a resolution carried by the votes of two-thirds of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been duly given.

DEPUTIES OF BODIES CORPORATE

15. A body corporate being a member, may by resolution of its governing body appoint and revoke the appointment of any person it thinks fit as a deputy who shall during the continuance of his appointment be entitled to exercise at any general meeting of the Association all such rights and powers as the body corporate appointing him could exercise if it were an individual person. A copy of any such resolution signed by two members of the governing body and in the case of a local authority by the clerk of the Council shall be sent to the Secretary of the Association.

SHARE CAPITAL

16. The share capital of the Association shall be raised by the issue of shares of the nominal value of one pound each.

17.—(a) Except as provided in this rule shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend or bonus, and shall not be held jointly.

(b) Shares held by nominees of unincorporate bodies shall be transferable in such manner as the Committee may from time to time determine and may be held jointly by any two persons, being nominees of any one unincorporate body.

18. On the death, expulsion or withdrawal from the Association of a member, his share, not being a share held jointly, shall be cancelled and the amount paid up thereon shall become the property of the Association.

BORROWING POWERS

19.—(a) The Association shall have power to borrow money for the purposes of the Association provided that the amount for the time being remaining undischarged of moneys borrowed shall not exceed

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PROVIDED THAT at the time of borrowing, the sum of the amount remaining undischarged of monies previously borrowed and the amount of the proposed borrowing shall not exceed £20,000,000 and for that purpose

the amount remaining undischarged of any index linked monies previously borrowed by the Association or on any deep discounted security shall be deemed to be the amount required to repay such borrowing in full if such borrowing became repayable at the time of the proposed borrowing and

the amount of any proposed borrowing intended to be index linked or on any deep discounted security shall be deemed to be the proceeds of such proposed borrowing receivable by the Association at the time of the proposed borrowing.

(b) The rate of interest payable at the time of borrowing on any money borrowed shall not exceed, in the opinion of the Committee, the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time.

(c) The Association shall not receive money on deposit.

(d) Subject to the preceding clauses of this Rule the Committee shall have power to determine from time to time the terms and conditions upon which money is borrowed or loan stock is issued and to vary such terms and conditions.

(b) In the case of a loan from the Association's bankers or on a mortgage the Association may pay such rate of interest from time to time as may be negotiated by the Association, but in the case of loans from any other source the Association shall not pay interest at a rate exceeding one per cent per annum above the Bank Rate for the time being or $6\frac{1}{2}\%$ per annum which ever is the higher.

(c) The Association shall not receive money on deposit.

(d) Subject to the preceding clauses of this rule the Committee shall have power to determine from time to time the terms and conditions upon which money is borrowed or loan stock is issued and to vary such terms and conditions.

20. The Association may receive from any person, whether member or not, donations towards the work of the Association.

GENERAL MEETINGS

21. The Association shall within three calendar months after the close of each financial year of the Association hold a general meeting which shall be called the annual general meeting.

22. The functions of the annual general meeting shall be—

- (a) To receive the account and balance sheet referred to in rule 59;
- (b) To appoint the auditor;
- (c) To elect Committeemen and to fix the remuneration (if any) of the Committee;
- (d) To transact any other general business of the Association included in the notice convening the meeting.

23. All general meetings other than annual general meetings shall be called special general meetings and shall be convened either upon an order of the Committee or upon a written requisition signed by not less than one-tenth of the members stating the purpose for which the meeting is to be convened. If within fourteen days after delivery of a requisition to the Association a meeting is not convened, the members who have signed the requisition may convene a meeting in the manner provided for in rule 24. A special general meeting shall not transact any business other than that mentioned in the notice convening the meeting.

24.—(a) A general meeting shall be convened by fourteen clear days' notice in writing at the least posted or delivered to every member at his registered address, specifying whether the meeting is an annual or special general meeting, stating the time, date and place thereof, and the general nature of the business for which it is convened. The accidental omission to send any notice to, or the non-receipt of any notice by, any member shall not invalidate the proceedings at that general meeting.

(b) A notice or communication sent by post to a member at his

registered address shall be deemed to have been duly served 48 hours after being posted.

PROCEEDINGS AT GENERAL MEETINGS

25.—(a) No business shall be transacted at any general meeting of the Association unless a quorum of members is present at the time the meeting proceeds to business. Six members or, if the number of members at any time exceeds sixty members, one-tenth thereof shall form a quorum.

(b) If no quorum is present within half an hour of the time appointed for the meeting, the meeting, if convened on a requisition of the members, shall be dissolved, but in any other case shall stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

26.—(a) The Chairman of the meeting may with the consent of a majority of the members present adjourn any meeting, but no business shall be transacted at any adjourned meeting other than the business not reached or left unfinished at the meeting from which the adjournment took place.

(b) Every adjourned meeting shall be deemed a continuation of the original meeting and any resolution passed at an adjourned meeting shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. At all general meetings of the Association the chairman of the Committee shall preside as chairman, or if there is no such chairman or if he is not present or if he is unwilling to act, the members present shall elect a member (who shall be a member of the Committee if any such person is present and willing to act) to be the chairman of the meeting.

28. Subject to the provisions of these rules or of any Act of Parliament, a resolution put to the vote at a general meeting shall, except where a poll is demanded or directed, be decided upon a show of hands.

29. On a show of hands every member present in person, and on a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

30. Unless a poll be demanded, a declaration by the chairman that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particu-

lar majority, and an entry made to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

31.—(a) A poll may be demanded either before or immediately after a vote by show of hands, by not less than one-tenth of the members present at the meeting (in person or by proxy) or may be directed by the chairman. A demand for a poll may be withdrawn.

(b) If a poll be demanded or directed it shall be taken at such time and in such manner as the chairman shall direct. The result of such a poll shall be deemed to be the resolution of the Association in general meeting.

32. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing and shall be deposited at the registered office of the Association not less than two clear days before the day fixed for holding the meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid. Any question as to the validity of a proxy shall be determined by the chairman of the meeting whose decision shall be final. A proxy need not be a member of the Association.

33. Any question as to the acceptability of any vote whether tendered personally or by proxy shall be determined by the chairman of the meeting, whose decision shall be final.

COMMITTEE OF MANAGEMENT

34.—(a) The Association shall have a Committee of Management (in these rules called "the Committee") which shall manage the business of the Association.

(b) The Committee shall consist of seven Committeemen, or if so determined as hereinafter mentioned, of such greater number not exceeding fifteen as may before the first annual general meeting be determined by the first Committeemen and then from time to time by the Association in general meeting.

(c) Until the first annual general meeting the Committee shall consist of the seven members who have signed the application for registration of the Association, and such other persons, if any, as the Committee may appoint within the limit provided by clause (b) of this rule.

35.—(a) The Committee may from time to time co-opt for any period any suitable persons, whether members of the Association or not, to serve on the Committee or on a sub-committee and may remove such persons, and such persons may take part in the deliberations of the Committee or sub-committee as the case may be and vote at any meetings thereof, on all matters excepting those directly affecting

membership of the Association or the election of officers. For the purposes of these rules and of the Act such persons shall not be included in the expression "Committeemen" or "members of the Committee". Not more than five such persons shall serve on the Committee nor more than two on any sub-committee at any one time.

(b) The remuneration of Committeemen and of persons co-opted to the Committee shall be determined from time to time by the Association in general meeting, but the Committee shall have power to remunerate any particular Committeeman or person co-opted for special services rendered to the Association.

(c) Only members shall be eligible to become Committeemen.

ELECTION OF COMMITTEEMEN

36.—(a) At the first annual general meeting of the Association all the Committeemen for the time being shall retire from office and at every subsequent annual general meeting one-third or the nearest number thereto of Committeemen shall retire from office. The Committee men to retire at any such subsequent annual general meeting shall be those who have been longest in office since they last became Committeemen, but as between persons who become Committeemen on the same day those to retire shall be chosen by lot. In reckoning the aforesaid one-third, any person appointed under rule 38 (b) shall not be taken into account.

(b) A retiring Committeeman shall be eligible for re-election without nomination.

37.—(a) If at any annual general meeting the Committeemen offering themselves for re-election together with any other members of the Association duly nominated for election to the Committee do not exceed the number of Committeemen to be elected, having regard to any determination made under rule 34 (b), the Committeemen and members nominated shall be declared by the chairman to have been duly elected or re-elected. But if the said Committeemen and members nominated together exceed the number of Committeemen to be elected the meeting shall elect from amongst them the members to serve on the Committee by ballot at the general meeting in the manner directed by the chairman. Each member present in person or by proxy shall be entitled to one vote for each vacancy to be filled but shall not give more than one vote to any one candidate.

(b) Nominations for the Committee shall be in writing, state the full name, address and occupation of the member nominated, be signed by the member making the nomination, contain a signed statement by the member nominated of his willingness to be elected and be left at the registered office not later than 3 days before the date appointed for the general meeting at which vacancies in the Committee are to be filled.

38.—(a) If a vacancy caused by the retirement or removal of any

Committeeman is not filled at the meeting at which he retires or is removed, the vacancy may be filled by the Committee.

(b) A casual vacancy on the Committee occurring by death or resignation or under rule 40 may be filled by the Committee and the member appointed to fill the vacancy shall retire at the next annual general meeting.

39. A Committeeman may be removed from office by a resolution carried by two-thirds of the votes given thereon at a special general meeting which may proceed to fill the vacancy.

40. A Committeeman shall be deemed to have vacated his office if he becomes bankrupt, or compounds with his creditors, or is convicted of an indictable offence, or ceases to be a member, or absents himself from four consecutive meetings of the Committee without special leave of absence. Any Committeeman who is interested personally or as a member of a firm, director of a company, or officer of a bank or building society or in any other way whatsoever in any contract, arrangement or other transaction about to be discussed by the Committee shall disclose his interest and not vote upon the matter under discussion, nor (unless requested so to do by the other members of the Committee) remain during its discussion of such matter and if by inadvertence he does so remain and vote, his vote shall not be counted. Any Committee member so interested shall not be accountable for any profit he may receive from such transaction, but he shall vacate his office either for a period or permanently if requested so to do by the remaining members of the Committee, at a special meeting thereof convened to consider such request. Any act done in good faith by a Committeeman whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Committee and an entry has been made in the Committee's minute book stating that such Committeeman has ceased to be a member of the Committee.

PROCEEDINGS OF COMMITTEE

41. The Committee shall meet at least three times in every calendar year at such times and places as they deem fit and seven clear days' notice of the date and place of such meetings shall be given in writing by the Secretary to all Committeemen and persons co-opted to the Committee. Three Committeemen or such higher number as the Committee may determine shall form a quorum.

42. Notwithstanding any vacancies on the Committee, the remaining Committeemen may continue to act. If at any time the number of Committeemen falls below the number necessary for a quorum the remaining Committeemen may act as the Committee for a maximum period of six months, but, if at the end of that period the Committee has not appointed Committeemen to make the number up to that necessary for a quorum, the only power which the Committee may thereafter exercise shall be the convening of a general meeting of the

Association which may appoint such number of Committeemen as is required to bring the number of members of the Committeemen to the number required to comply with rule 34 (b).

43. The Committee shall, at their first meeting after the registration of the Association and subsequently after each annual general meeting elect a chairman from their own number to hold office until the next annual general meeting. He shall be the chairman of the Association, and shall be removable from the office of chairman only by a vote of two-thirds of the members of the Committee present at a special meeting called for that purpose. In case of an equality of votes the chairman shall have a casting vote. If at any meeting of the Committee the chairman is absent the members of the Committee present shall elect one of their number to be chairman of the meeting.

44. Meetings of the Committee may be called either by the Secretary, or by a notice in writing given to the Secretary by the Chairman of the Committee, or by two Committeemen, specifying the business to be transacted thereat. The Secretary shall communicate every such notice to all Committeemen and persons co-opted to the Committee as soon as possible after the receipt thereof, and the meeting shall be held at the ordinary place for meetings of the Committee not earlier than seven clear days and not later than fourteen clear days after the receipt by the Secretary of such notice. Should the Secretary fail to convene the special meeting as provided above, the Chairman of the Committee, or the two Committeemen who have given the notice in writing may call the meeting. No other business shall be done at the meeting than business named in the said notice.

POWERS OF COMMITTEE

45. The business of the Association shall be conducted by the Committee which may exercise all such powers as may be exercised by the Association, and are not by these rules or by statute required to be exercised by the Association in general meetings, subject nevertheless to the provisions of these rules and any regulations not inconsistent with these rules made from time to time by the Association in general meeting. Any person acting in good faith and without prior notice shall not be concerned to see or inquire whether the powers of the Committee have been restricted by any regulations so made. The Committee shall in all things act for and in the name of the Association.

46. Without prejudice to the general powers conferred on the Committee by these rules it is hereby expressly declared that the Committee may exercise the following powers:—

(a) to purchase, sell, build upon, lease, mortgage or exchange any property or land, and to enter into any contracts and settle the terms thereof;

(b) to compromise, settle, conduct, enforce or resist either in a

Court of Law or by arbitration any suit, debt, liability or claim by or against the Association;

(c) to determine from time to time the terms and conditions upon which the property of the Association is to be let, leased or sold, and to make, revoke, and alter and at all times enforce as it thinks fit such terms and conditions;

(d) to appoint and remove all solicitors, architects, surveyors and employees of every description;

(e) to pay all such expenses, including travelling expenses, as are properly incurred by any Committeeman or person co-opted to the Committee or a sub-committee in the execution of his duties;

(f) to affiliate the Association to the National Federation of Housing Associations and pay an appropriate fee thereto.

47. A receiver appointed by a mortgagee may assume such powers of the Committee as he deems to be necessary to carry out his duties.

48. The Committee may delegate any of its powers to sub-committees consisting of such Committeemen and other persons as it thinks fit, which shall in the functions entrusted to them conform to the instructions given to them by the Committee, and any such sub-committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as they are applicable and by any regulations which may be imposed on it by the Committee. Not more than two persons other than Committeemen shall serve on any sub-committee.

49. All acts done in good faith by any meetings of the Committee or of any sub-committee shall, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any Committeeman or Committeemen or that any one or more of them were disqualified be as valid as if every Committeeman had been duly appointed and was duly qualified to serve.

50. A resolution in writing signed by all Committeemen or by all the members of a sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or sub-committee duly called and constituted.

SECRETARY AND OTHER OFFICERS

51.—(a) The Association shall have a Secretary and such other officers as the Committee may from time to time determine who shall be appointed and may be removed by the Committee and who shall receive such remuneration (if any) as the Committee shall determine.

(b) The Secretary and the other officers, if any, aforementioned shall act under the superintendence, control and direction of the Committee, and without prejudice thereto the Secretary shall in particular:—

(i) summon and attend all meetings of the Association and of the

Committee and keep the minutes referred to in Rule 61;

(ii) keep the register of members and other registers required to be kept by these rules; give notice to the Registrar within 14 days of any change in the situation of the registered office in the form prescribed by Treasury Regulations; prepare and send all returns required to be made to the Registrar; have charge of the seal of the Association;

(iii) unless the Committee otherwise direct, keep all the books of accounts and receive all contributions and other payments due from the members and other persons to the Association and pay over the amount so received as the Committee direct;

(iv) produce or give up all books, documents and property of the Association in his possession whenever required so to do by a resolution of the Committee or of a general meeting.

SECURITY BY OFFICERS AND INDEMNITY

52. The Committee shall require every officer having receipt or charge of money to become bound either with or without a surety as the Committee determine in a bond according to one of the forms set out in Schedule 4 of the Industrial and Provident Societies Act 1965, or to give the security of a guarantee society in such sum as the Committee direct conditioned for his rendering a just and true account of all moneys received by him on account of the Association as a general meeting or the Committee require him to do and for the payment by him of all sums due from him to the Association.

53. Every officer shall be indemnified by the Association against all costs, losses and expenses which he may reasonably incur in discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a charge on the property of the Association.

54. No officer shall be liable for any loss happening to the Association through the execution of the duties of his office, unless the loss be the consequence of his own dishonesty or gross negligence.

INVESTMENT

55. The Committee may invest any part of the assets of the Association in any manner expressly authorised by the Act.

APPLICATION OF PROFITS

56.—(a) No portion of the income or property of the Association shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association.

(b) Subject to Clause (c) of this rule an annual general meeting may out of the profit set aside to reserve such sum (not exceeding the amount

recommended by the Committee) as it may direct, which may be applied in or towards carrying out the objects of the Association.

- (c) Any of the profits not so applied shall be carried forward.

AUDIT

57.—(a) There shall be appointed in each year of account a qualified auditor to audit the Association's accounts and balance sheet for that year. In this rule "qualified auditor" means a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968.

(b) None of the following persons shall be appointed as auditor of the Association:—

- (i) an officer or servant of the Association;
- (ii) a person who is a partner of or in the employment of or who employs an officer or servant of the Association; or
- (iii) a body corporate.

(c) Save as provided in paragraph (d) of this rule every appointment of an auditor shall be made by resolution of a general meeting of the Association.

(d) the first appointment of an auditor shall be made within three months of the registration of the Association and shall be made by the Committee if no general meeting of the Association is held within that time. The Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Association.

(e) An auditor appointed to audit the accounts and balance sheet of the Association for the preceding year of account (whether by a general meeting or by the Committee) shall be re-appointed as auditor of the Association for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless:

- (i) a resolution has been passed at a general meeting of the Association appointing somebody instead of him or providing expressly that he shall not be re-appointed; or
- (ii) he has given to the Association notice in writing of his unwillingness to be re-appointed; or
- (iii) he is not a qualified auditor or is a person mentioned in paragraph (b) of this rule; or
- (iv) he has ceased to act as auditor of the Association by reason of incapacity.

Provided that a retiring auditor shall not be automatically re-appointed if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (f) of this rule and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other

person is not a qualified auditor or is a person mentioned in paragraph (b) of this rule.

- (f) A resolution at a general meeting of the Association.
 - (i) appointing another person as auditor in place of a retiring auditor; or
 - (ii) providing expressly that a retiring auditor shall not be re-appointed
- shall not be effective unless notice of the intention to move it has been given to the Association not less than twenty-eight days before the meeting at which it is to be moved. On receipt by the Association of notice of such an intended resolution the Association shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the Association shall give notice to its members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these rules of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement not less than fourteen days before the said meeting in a newspaper circulating in the area in which the Association conducts its business. Where the retiring auditor makes any representations in writing to the Association with respect to the intended resolution or notifies the Association that he intends to make such representations, the Association shall notify the members accordingly as required by section 6 of the Friendly and Industrial and Provident Societies Act 1968.

58. The auditor shall in accordance with section 9 of the Friendly and Industrial and Provident Societies Act 1968 make a report to the Association on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Association for the year of account in respect of which he is appointed.

59. The Committee shall lay a revenue account and balance sheet duly audited and signed by the auditor and incorporating the report of the auditor thereon before each annual general meeting, accompanied by a report by the Committee on the position of the affairs of the Association signed by the chairman of the Committee meeting at which the report is adopted. The account shall be made up to such date within the period 1st September to 31st January inclusive as the Committee shall determine to be the end of the financial year.

DISPUTES

60.—(a) Every dispute between a member or any person aggrieved who has not for more than six months ceased to be a member, or any person claiming through such member or person aggrieved or claiming under the rules of the Association and the Association or an officer thereof, shall be submitted to an arbitrator appointed by the National Federation of Housing Associations and his decision shall be binding and conclusive on all parties without appeal, and shall not be removed

able into any Court of Law or restrainable by injunction, and application for the enforcement thereof may be made by the Association to the County Court.

(b) The costs of the arbitration shall be borne as the arbitrator directs, and the complaining party shall before the arbitration deposit with the Association the sum of £10 to abide the decision reached by the arbitrator.

MINUTES, SEAL, REGISTERS AND BOOKS

61. Minutes of every general meeting and of every meeting of the Committee shall be kept and such minutes shall be read at the next of such meetings respectively and signed by the chairman of the meeting at which they are so read. All minutes so signed shall be conclusive evidence of any fact stated therein.

62. The Association shall have a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of a resolution of the Committee, and the affixing of the seal shall be attested by the signatures of two Committeemen and the counter-signature of the Secretary for the time being.

63.—The Association shall keep at its registered office:

- (a) a register of members in which the Secretary shall enter the following particulars:
 - (i) the names and addresses of the members;
 - (ii) a statement of the share held by each member and the amount paid therefor;
 - (iii) a statement of other property in the Association whether in loans or loan stock, held by each member;
 - (iv) the date at which each person was entered in the register as a member, and the date at which any person ceased to be a member;
 - (v) the names and addresses of the officers of the Association with the offices held by them respectively and the dates on which they assumed office.

(b) A duplicate register of members in which the Secretary shall enter all the particulars in the original register of members other than those mentioned in paragraph (a) (ii) and (iii) of this rule. The inclusion or omission of the name of any person from the original register of members shall, in the absence of evidence to the contrary, be conclusive that such person is or is not a member of the Association.

(c) a register of the holders of loan stock in which the Secretary shall enter such particulars as the Committee direct and register all transfers of loan stock;

(d) a register in which the Secretary shall enter such particulars of

all mortgages and charges on land of the Association as the Committee direct.

64. The Association shall keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with sections 1 and 2 of the Friendly and Industrial and Provident Societies Act 1968.

65. The Association shall establish and maintain a satisfactory system of control of its books of account, its cash holdings and all its receipts and remittances.

ANNUAL RETURNS AND BALANCE SHEETS

66. Every year not later than 31st March the Secretary shall send to the Registrar the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to its affairs for the period required by the Act to be included in the return together with

- (a) a copy of the report of the auditor on the Association's accounts for the period included in the return and
- (b) a copy of each balance sheet made during that period and of the report of the auditor on that balance sheet.

67. The Association shall supply gratuitously to every member or person interested in the funds of the Association on his application a copy of the last annual return of the Association for the time being together with a copy of the report of the auditor on the accounts and balance sheet contained in the return.

68. The Association shall keep a copy of the last balance sheet for the time being together with the report made thereon by the auditor, always hung up in a conspicuous place at its registered office.

INSPECTION OF BOOKS

69. Any member or person having an interest in the funds of the Association shall be allowed to inspect his own account and the books containing the names of the members, including all particulars in the duplicate register of members, at all reasonable hours at the registered office of the Association or at any place where the same are kept, subject to such conditions as to the time and manner of such inspection as may be made from time to time by the general meetings of the Association.

STATUTORY APPLICATIONS TO THE REGISTRAR

70.—(a) Any ten members each of whom has been a member of the Association for not less than twelve months immediately preceding the date of the application may apply to the Registrar in the form prescribed by Treasury Regulations to appoint an accountant or actuary

to inspect the books of the Association and to report thereon.

(b) One-tenth of the whole number of members, or if the number shall at any time exceed 1,000, 100 members, may apply to the Chief Registrar in the form prescribed by Treasury Regulations—

- (i) for the appointment of an Inspector or Inspectors to examine into the affairs of the Association and to report thereon, or
- (ii) for the calling of a special general meeting of the Association.

COPIES OF RULES TO BE SUPPLIED

71. The Secretary shall deliver a copy of the rules of the Association to every person on demand on payment of a sum not exceeding ten pence.

PROCEEDINGS ON DEATH OF A MEMBER

72. Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Association belonging to the deceased or bankrupt member the Association shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

NOMINATIONS

73.—(a) A member may in accordance with the Act nominate any person or persons to whom any of his property in the Association at the time of his death shall be transferred but such nomination shall only be valid to the extent of the amount for the time being provided in the Act.

(b) On receiving satisfactory proof of death of a member who has made a nomination the Committee shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

AMENDMENT OF RULES

74. Any rule of the Association may be rescinded or amended or a new rule may be made in the manner provided in the following rule.

75.—(a) Rules 2, 3, 4, 16, 17, 41, 56, 74, 79 and this rule are hereby declared to be fundamental, and shall not be amended or rescinded except by a resolution carried by three-fourths of the votes given thereon at a special general meeting of which notice has been given specifying the intention to propose such amendment or rescission.

(b) Any rule not declared to be fundamental may be rescinded or amended, or a new rule may be made, by a resolution carried by two-thirds of the votes given thereon at any special meeting of which notice has been given specifying the intention to propose such rescission, amendment or new rule.

76. Application for the registration of every amendment of rules shall be made to the Registrar in manner and form required by Treasury Regulations as soon as practicable after the same has been made and a copy shall be issued to every member and supplied with every copy of the rules issued after the registration thereof. No amendment of rules is valid until registered.

AMALGAMATION, CONVERSION INTO A COMPANY, AND DISSOLUTION

77. The Association may by special resolution passed in manner prescribed in the Act—

(i) Amalgamate with or transfer its engagements unto any other Association having similar objects.

(ii) Convert itself into a company under the Companies Acts or amalgamate with or transfer its engagements unto a company having similar objects as provided in the Act.

78. The Association may be dissolved—

(i) By an order to wind up the Association or a resolution for the winding up thereof made as is directed with regard to companies by the Companies Act, 1948, the provisions whereof shall apply to such order or resolution except that the term "Registrar" shall, for the purpose of such winding up, have the meaning given to it by the Act; or

(ii) By the consent of three-fourths of the members testified by their signatures to an instrument of dissolution in the form provided by Treasury Regulations.

79. If on the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in whatever manner may be decided by a special general meeting, provided that no member shall receive any property or sum beyond the repayment of his share investment and any interest due thereon.

INTERPRETATION OF TERMS

80. In these rules, including this rule, unless the subject matter or context are inconsistent therewith—

(a) words importing the singular or plural shall include the plural and singular respectively;

(b) words importing the masculine gender shall include females;

(c) "The Act" shall mean the Industrial and Provident Societies Acts 1965 to 1968 or any Act or Acts amending or in substitution for the same and for the time being in force;

(d) "The Registrar" shall have the meaning given to it by the Act;

(e) "Property" shall include all real and personal estate (including loan stock certificates; books and papers);

(f) "These rules" shall mean the registered rules of the Association for the time being;

(g) "Amendment of rules" shall include the making of a new rule and the rescission of a rule, and "amended" in relation to rules shall be construed accordingly;

(h) "Persons claiming through a member" shall include his personal representatives and also his nominees where a nomination has been made;

(i) "The Association" shall mean the Association whereof these are the registered rules;

(j) "Member" shall mean one of the persons referred to in Rule 7;

(k) "Committee" shall mean the Committee appointed in accordance with Rule 34 and "Committeemen" or "member of the Committee" shall mean a member of the Committee for the time being but shall not include a person co-opted to the Committee under Rule 35;

(l) "Officer" shall include the chairman and secretary of the Association and any Committeeman for the time being and such other officers as the Committee may appoint under rule 51;

(m) "Secretary" means the officer appointed by the Committee to be the secretary of the Association or other person authorised by the Committee to act as his deputy;

(n) "Housing Association" has the meaning given by Section 189 (1) of the Housing Act 1957.

(o) "Register of members" means the register kept in accordance with rule 63(a).

1. Resolving Dem
2. E. W. J. Haring
3. D. D. H. Crook
4. D. L. Mitchell
5. T. Johnson
6. Sajjad Munir
7. John Pearson
Members
John Pearson Secretary

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

ACKNOWLEDGEMENT OF REGISTRATION OF SOCIETY

Register No. 26496 R
South Yorkshire (Leeds) Housing Assoc. Limited is this day registered
under the Industrial and Provident Societies Act 1965.

Dated 3rd March 1989 (Seal of Central Office).

Copy kept

Registry of Friendly Societies,
Central Office.

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One thousand nine hundred and ninety two

BETWEEN:

SOUTH YORKSHIRE (SECOND) HOUSING ASSOCIATION LIMITED whose registered office is situate at St. Silas House Moore Street Sheffield S3 7UW (hereinafter called "the Company") of the one part and SOUTH YORKSHIRE HOUSING ASSOCIATION LIMITED (Registered Charity Number 501639) (hereinafter called "the Charity") of the other part

WHEREAS the Charity is a company established for charitable purposes only and the Company which exists mainly for the purposes of carrying on trade has decided under the terms of its Rules to make a covenanted donation to the Charity within the meaning of Sections 338 and 339 Income and Corporation Taxes Act 1988 and to execute this covenant and carry into effect its obligations accordingly

NOW THIS DEED WITNESSETH as follows:-

1. In each accounting period for the purposes of corporation tax the Company shall pay to the Charity in accordance with the provisions of this Deed, an annual sum equal to the profits of the Company for the period the same to be paid less income tax at the basic rate
2. The Covenant hereinbefore contained shall commence within and shall include the accounting period during which this Deed is executed and shall continue until the accounting period ending on or after 31st March 1996
3. The profits of the Company shall be its distributable profits as defined in paragraphs 3 to

6 of the Nineteenth Schedule to the Income and Corporation Taxes Act 1988 but without deducting:-

- (i) the amount of corporation tax which but for the said Sections 338 and 339 would be payable in respect thereof, or;
- (ii) the annual sum payable under this covenant

4. Payments hereunder shall be made annually in such manner and at such times as the Auditor for the time being of the Company shall in writing direct and subject thereto the Company shall not less than two days before the end of such accounting period pay (less income tax) a sum equal to the profits of the Company of that period as then estimated and in the event of any over payment the excess shall be refunded at or after the end of the said period
5. No payment hereunder shall be charged to capital and all payments hereunder shall be applied by the Charity for the purposes of the said Charity

IN WITNESS whereof the Company has executed this Deed the day and year first before written

THE COMMON SEAL of SOUTH YORKSHIRE
(SECOND) HOUSING ASSOCIATION LIMITED
was hereunto affixed in the presence
of:-

Member of
Committee

Member of
Committee

Secretary

