

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

PORTSMOUTH & DISTRICT PRIVATE LANDLORDS ASSOCIATION

INTERPRETATION

1. In these articles

"the Association" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1965 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Memorandum" means the memorandum of association of the Association;

"office" means the registered office of the Association;

"Officer" means each of those persons from time to time holding the office of Chair, Vice-Chair(s), Treasurer, Company Secretary, Membership Secretary and Correspondence Secretary

"poll" means a method of voting upon any Resolution put to a meeting of the Members where Members are each entitled to cast one vote;

"the Seal" means the common seal of the Association if it has one;

"Company Secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

"the Executive Committee" means the Board of Directors of the Association (and "Executive" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland;

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2.

(1) The subscribers to the Memorandum of Association shall be members of the Association.

(2) Every person or corporation who is a member of the unincorporated association named the "Portsmouth & District Private Landlords' Association" on the date when the assets and liability are transferred to the Association ~~she~~shall be entitled to become a member of the Association and such membership shall be effective upon receipt by the Company Secretary of a form of application for membership incorporating an undertaking to contribute to the assets of the Association in accordance with clause 7 of the Memorandum and otherwise in such form as the Executive Committee shall prescribe.

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(3) Any other person or corporation desiring to become a member must sign and return to the Company Secretary an application form together with such other information as the Association may from time to time determine. Admission to membership shall be in accordance with a procedure to be prescribed by the Executive Committee from time to time. The Executive Committee has absolute discretion as to whether or not to accept an application for membership.

3. The rights and privileges of a member shall not be transferable and a member shall cease to be a member of the Association:

(1) Upon giving notice in writing to the Company Secretary that he resigns his membership;

(2) Upon his dying, becoming of unsound mind, bankrupt or compounding with his creditors

(3) Upon having a winding up resolution passed or order made for its winding up or a receiver being appointed for any of its assets;

(4) If his annual subscription or any other sum or sums due have not been paid for a period of one month, from the date upon which they become due. The Executive Committee shall have the power to suspend the implementation of this clause in special cases. The Executive Committee may, at their absolute discretion, re-admit a person who has ceased to be a member by reason of this clause, on such conditions as the Executive Committee shall think fit.

(5) If the Executive Committee resolves that he should be expelled following investigation of a complaint made against that member in accordance with the rules of the Association in force from time to time.

4. ~~_____~~ All persons on cessation of membership of the Association ~~must return their membership cards to the Company Secretary within 14 days~~ may no longer access or benefit from any of the ~~date~~ schemes or solutions put in place solely for the benefit of ~~cessation~~ members unless the Executive Committee decides otherwise

GENERAL MATTERS

5. The Association shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next: Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, ~~it~~ need not hold it in the year or its incorporation or in the following year. The annual general meeting shall be held at such times and place as the Executive Committee shall appoint. All general meetings other than general meetings shall be called extraordinary general meetings.

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6. The Executive Committee may call general meetings, and on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Executives to ~~call~~ call a general meeting, any Executive or any member of the Association may call a general meeting,

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or appointing a person as an Executive shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting by all the members entitled to attend and vote;

and

(2) in the case of any other meeting - by a majority in number of members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted ~~and~~, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall ~~be~~ be given to all members and to ~~the~~ the Executive Committee.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. The quorum for general meetings shall be ~~.....members~~ 30% of the membership (present in person or by ~~proxy~~ electronic voting) or if there are less than ~~.....20~~ members in the Association at any time, then the quorum shall be all of the members present or voting electronically.

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10. If a quorum is not present within half an hour from the time appointed ~~to~~for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time ~~end~~and place or to such time and place as the Executive Committee may determine.

11. The Chair, if any of the Executive Committee or in his absence any vice-Chair or in such person's absence some other Executive nominated by the Executive Committee shall preside as Chair of the meeting, but if neither the chair nor such other Executive (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chair and, if there is only one Executive present and willing to act, he shall be Chair.

12. If no Executive is ~~wining~~willing to act as Chair, or if no Executive is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.

13. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might ~~property~~properly have been transacted at the meeting had adjournment not taken place. When a meeting is ~~ajourned~~adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

14. A resolution put to the vote of a meeting shall be decided ~~based~~ on a show of hands ~~of those present and eligible to vote and by electronic means~~.

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15. A declaration by the chair 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 ~~feet~~decision without proof of the number or proportion or the votes recorded in favour of or against the resolution.

16. No person shall be entitled to make demand for a poll to be taken save as permitted by the Companies Act -1965.

17. In the case of an equality of votes, the chair shall be entitled to have a casting vote in addition to any other vote he may have.

VOTES OF MEMBERS

18. ~~Where electronic voting is to be used, an electronic solution decided by the Executives which only allows paid up members to vote and only allows each member to vote once on each resolution will be used.~~ Every member present, ~~in person,~~ or ~~by proxy voting electronically~~ shall also have one vote.

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19. No member shall be entitled to vote at any annual general meeting unless all monies then payable by him to the Association have been paid.

20. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

21. A vote given by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Association at the office before the commencement of the meeting or adjourned meeting at which the vote is given.

22. Any organisation which is a member of the Association may by resolution of its Council or other governing body authorise one person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Association.

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~~23. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near there to as circumstances allow or in any other form which is usual or which the Executive Committee may approve):-~~

"PORTSMOUTH & DISTRICT PRIVATE LANDLORDS ASSOCIATION"

I/WE of _____, being a member of the above named company, HEREBY APPOINT _____ of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/Extraordinary General Meeting of the Association to be held on the _____ day of 20... and at any adjournment thereof.

Signed on the _____ day of _____ 20..

24.—Where it is desired to afford members an opportunity to, instruct the proxy how he shall act the Instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve):-

"PORTSMOUTH & DISTRICT PRIVATE LANDLORDS ASSOCIATION"

I/WE of _____, being a member of the above named company, HEREBY APPOINT _____ of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/Extraordinary General Meeting of the Association to be held on the _____ day of 20... and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No 1 _____ *For _____ *Against

Resolution No 2 _____ *For _____ *Against

(*Strike out whichever is not desired)

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

Signed on the _____ day of _____ 20..

25.—The Instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Executive Committee may be deposited at the office or at such other place within the United Kingdom all is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument proposes to vote and an Instrument of proxy which is not deposited or delivered in a manner so permitted shall be Invalid.

26.—A vote given by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given.

EXECUTIVES

2723. The number of Executives shall not be less than three but (unless otherwise determined by Special Resolution) there shall be no maximum limit on the number of Executives.

[2824](#). The first Executives shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Executives shall be appointed as provided subsequently in the Articles.

POWERS OF EXECUTIVES

[2925](#). Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Executive Committee who may exercise all the powers of the association. No alteration of the Memorandum or the Article shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Executive Committee by the Articles and a meeting of Executive Committee at which a quorum is present may exercise all the powers exercisable by the Executive Committee.

[3026](#). In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Executive Committee shall have the following powers, namely:

- (1) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;
- (2) to enter into contracts on behalf of the Association.

APPOINTMENT AND RETIREMENT OF EXECUTIVES

[3127](#). At the first and each subsequent annual general meeting all the Executives shall retire from office. Clauses 73 to 80 (Inclusive) at table A shall not apply to the Association.

[3228](#). If the Association at the meeting at which an Executive retires does not fill the vacancy the retiring Executive shall not be deemed to have been re-appointed.

[3329](#). No person other than a retiring Executive shall be appointed or re-appointed an Executive at any general meeting unless:

- (1) he ~~is~~ recommended by the Executive Committee; or
- (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Association's register of Executives together with a notice executed by that person of his willingness to be appointed or re-appointed.

[3430](#). No person may be appointed as an Executive:

- (1) unless he has attained the age of 18 years; or
- (2) in circumstances such that had he already been an Executive, he would have been disqualified from acting under the provisions of Article 39.
- (3) Unless he has been a member for at least twelve months.

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[3531](#). Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Executive Committee for appointment or reappointment as an Executive at the meeting or in respect of whom notice has been duty given to the Association of the intention to propose him at the meeting for appointment or reappointment as an Executive. The notice shall give the particulars of that person which would, if he was so appointed or re-appointed, be required to be included in the Association's register of Directors.

[3632](#). Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be an Executive whether to fill a vacancy or as [an](#) additional Executive.

[3733](#). The Executive Committee may appoint a person who is willing to act to be an Executive either to fill a vacancy or as an additional Executive-provided that the appointment does not cause the number of Executives to exceed any number fixed by or in accordance with the articles as the maximum number of Executives. An Executive so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

[3834](#). Subject as aforesaid, an Executive who retires at an annual general meeting may, if willing to act, be re-appointed.

DISQUALIFICATION AND REMOVAL OF EXECUTIVES

[3935](#). An Executive shall cease to hold office if he

- (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (2) resigns his office by notice to the Association (but only if at least four Executives will remain in office when the notice of resignation is to [take](#) effect); or
- (3) Is absent without the permission of the Executive Committee from 50% of the general meetings and Executive Committee meetings held within a calendar year and the Executives resolve that his office be vacated.

EXECUTIVES' EXPENSES

[4036](#). The Executive Committee may be paid all reasonable travelling, hotel, attendance allowances and other expenses properly incurred by them in connection with their attendance at meetings of Executive Committee or committees of Executives or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

APPOINTMENT OF OFFICERS

[4137](#). Subject to the provisions of the act and to clause 5 of the memorandum the Executive Committee may appoint persons from their number to act as Officers. ~~My~~ [Any](#) such appointment may be made upon such terms as the Executive Committee determines. Any appointment of an Executive as an Officer shall terminate if he ceases to be an Executive.

[4238](#). Except to the extent permitted by clause 5 of the memorandum, no Executive shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as an Executive in any other contract to which the Association is a party.

PROCEEDINGS OF EXECUTIVE COMMITTEE

[4339](#). Subject to the provisions of the Articles, the Executive Committee may regulate their proceedings as they think fit. The Company Secretary shall at the request of no less than three Executives call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to an Executive who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

[4440](#). The quorum for the transaction of the business of the Executive Committee shall be five Executives, one of whom shall be an Officer.

[4541](#). The Executive Committee may act notwithstanding any vacancies ~~in~~ their number, but, if the number of Executives is less than the number fixed as the quorum, the continuing Executives or Executive may act only for the purpose of filling vacancies or of calling a general meeting.

[4642](#). The Executive Committee may appoint one of their number to be the Chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Executive so appointed shall preside at every meeting of the Executive Committee at which he is present. But if there is no Executive holding that office, or If the Executive holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Executives may appoint any person present holding the office of Vice Chair to act as Chair or failing that one of their number to be Chair of the meeting.

[4743](#). The Executive Committee may appoint one or more sub-committees consisting of no less than two persons, at least one of whom shall be an Executive for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee

would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

[4844.](#) All acts done by a meeting of Executive Committee or of a sub-committee, shall, notwithstanding that it be afterwards discovered that there was a [detectdefect](#) in the appointment of any Executive or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Executive and had been entitled to vote.

[4945.](#) A resolution in writing, signed by all the Executives entitled to receive notice of a meeting of Executive Committee or of a committee of Executives, shall be as valid and effective as if it had been passed at a meeting of Executive Committee or (as the case may be) a committee of Executives duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Executive Committee.

[5046.](#) Any bank or building society account in which any part of the assets of the Association is deposited shall be operated by the Executive Committee and shall indicate the name of the Association.

COMPANY SECRETARY

[5147.](#) Subject to the provisions of the Act, the Company Secretary shall be appointed by the Executive Committee for such term, at such remuneration (if not an executive) and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them.

MINUTES

[5248.](#) The Executive Committee shall keep minutes in book kept for the purpose:

- (1) of all appointments of officers made by the Executive Committee, and
- (2) of all proceedings at meetings of the Association and of the Executive Committee and of committees of Executives including the names of the Executives present at each such meeting.

THE SEAL

[5349.](#) The seal shall only be used by the authority of the Executive Committee or of a committee of Executives authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Executive and by the Company Secretary or by a second Executive.

ACCOUNTS

[5450](#). Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

NOTICES

[5551](#). Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.

[5652](#). The Association may give any notice to a member either personally, [electronically](#) or by sending it by post in a prepaid envelope addressed to the member at the registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address outside the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

[5753](#). A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

[5854](#). Proof that an envelope containing a notice was properly addressed, prepaid and posted [or an email sent to the address given](#) shall be conclusive evidence that the notice was given. A notice shall be deemed to be given (in the case of notices sent within the United Kingdom) at the expiration of 48 hours and (in the case of notices sent outside the United Kingdom) at the expiration of five days after the envelope containing it was posted.

INDEMNITY

[5955](#). Subject to the provisions of the Act every Executive or other office or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

RULES

~~[60](#)~~.

[56](#). (1) The Executive Committee may from time to time make such rules, guidelines or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of

membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (i) the admission and classification of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members;
 - (ii) the conduct of members of the Association in relation to their duties as landlords and to one another, and to the Association's dealings with third parties (including the establishment and variation of the Code of Practice);
 - (iii) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the Executive Committee and committees of the Executives insofar as such procedures is not regulated by the Articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Association in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of members of the Association. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

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