

COMPANIES ACT 1985
STOCKBRIDGE VILLAGE TRUST LIMITED

Company Number: 1700795

Minutes of the Extraordinary General Meeting held at 9 30 am on Friday the 23rd day of November 2007

Present J M Carter – Chair
 Ms J Everatt
 W Weightman

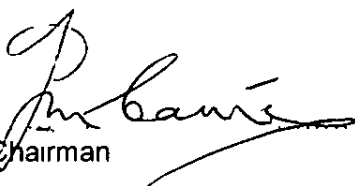
In Attendance V A Jackson – Company Secretary

Special Resolutions

It was unanimously resolved that -

- 1 the Articles of Association be abrogated and thereupon replaced by adopting the new Articles submitted to this meeting and approved without amendment
- 2 subject to the passing of the previous Resolution membership of all members of the Company other than the Villages Housing Association Limited be terminated with immediate effect

There being no further business the meeting ended


Chairman

Dated 23rd day of November 2007

THURSDAY



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13/12/2007

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COMPANIES HOUSE

This is a true copy of the Articles of Association as altered
by Special Resolution passed on the 23rd November 2007.

ARTICLES OF ASSOCIATION

Vernon Andrew Jackson
Secretary

COMPANIES ACT 1985

COMPANY NUMBER 1700795

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF STOCKBRIDGE VILLAGE TRUST LIMITED

1 Definitions and interpretation

In these articles

- 1 1 'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts,
- 1 2 '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,
- 1 3 'the Company' means the above named Company,
- 1 4 'Committee' means the management committee of the Company,
- 1 5 'the Office' means the registered office of the Company,
- 1 6 'the seal' means the common seal of the Company,
- 1 7 'Secretary' means any person appointed to perform the duties of the secretary of the Company,
- 1 8 'the United Kingdom' means Great Britain and Northern Ireland,
- 1 9 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form,
- 1 10 unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Company,
- 1 11 words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations

2 Objects

The Company is established for the objects expressed in the memorandum of association

3 Members

- 3 1 Villages Housing Association Limited and such other persons as the Committee shall admit to membership shall be members of the Company,
- 3 2 Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members,
- 3 3 An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made,
- 3 4 Unless the members of the Committee or the Company in general meeting shall make other provision pursuant to the powers contained in article 23, the Committee members may in their absolute discretion permit any member of the Company to retire provided the number of members is not less than one

4 General meetings

- 4 1 1 The Company has elected in accordance with Section 379A of the Act to dispense with the requirement to hold annual general meetings. If such election is waived or terminated then the provisions of Article 4 1 2 shall apply.
- 4 1 2 The Company shall each year hold a general meeting as its Annual General Meeting 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 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings,
- 4 2 The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any 2 members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.
- 5 **Notice of general meetings**
- 5 1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed.
- 5 1 1 in the case of the Annual General Meeting, by all the members entitled to attend and vote, and
- 5 1 2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the members,
- 5 2 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.
- 6 **Proceedings at general meetings**
- 6 1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors,
- 6 2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, one member present in person or by its representative shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of

- members, shall be dissolved, in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine,
- 6 3 The Chair, if any, of the Committee shall chair every general meeting of the Company, or if there is no such chair, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting,
- 6 4 If at any meeting no Committee member is willing to act as chair or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting,
- 6 5 A Committee member shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any general meeting,
- 6 6 The Chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting,
- 6 7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded
- 6 7 1 by the chair, or
- 6 7 2 by at least 2 members present and having the right to vote at the meeting, or
- 6 7 3 by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting,
- 6 8 Unless a poll is so demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company 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,
- 6 9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made,
- 6 10 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote,
- 6 11 A poll demanded on the election of a chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded,
- 6 12 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at

a general meeting of the Company duly convened and held Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members

7 Votes of members

- 7 1 Subject to article 6 10 every member shall have one vote,
- 7 2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Company has been paid,
- 7 3 No objection shall be raised to the qualification of any voter 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

8 Organisations acting by representatives at meetings

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

9 Committee of management

- 9 1 The maximum and minimum number of Committee members shall be determined by the Company in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Committee members shall be one,
- 9 2 The Committee member shall be The Villages Housing Association Limited Future Committee members shall be appointed as provided subsequently in these articles,
- 9 3 The Committee members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Committee meetings or general meetings of the Company or in connection with the business of the Company

10 Borrowing powers

The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party

11 Powers and duties of the committee

- 11 1 The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting, but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made,
- 11 2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine,
- 11 3 The Committee shall cause minutes to be made
 - 11 3 1 of all appointments of officers made by the Committee,

- 11 3 2 of the names of the Committee members present at each Committee meeting,
- 11 3 3 of all resolutions and proceedings at all meetings of the Company, and of the Committee

12 Disqualification of committee members

- 12 1 The office of Committee member shall be vacated if the member
 - 12 1 1 becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally, or
 - 12 1 2 ceases to be a Committee member by virtue of any provision in the Act or is disqualified from acting as a Committee member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), or
 - 12 1 3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
 - 12 1 4 resigns his office by written notice to the Company, or
 - 12 1 5 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act; or
 - 12 1 6 is absent without the permission of the Committee members from all their meetings held within a period of six months and the Committee members resolve that his office be vacated,

13 Election of committee members

- 13 1 No person other than a Committee member retiring at the meeting shall, unless recommended by the Committee, be eligible for election to the Committee at any general meeting unless, not less than 3 nor more than 21 days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected,
- 13 2 Subject to article 9 1 the Company may from time to time by ordinary resolution increase or reduce the number of Committee members,
- 13 3 The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these articles Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election,
- 13 4 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member The Company may by ordinary resolution appoint another person in place of a Committee member removed under this article,
- 13 5 No person may be appointed as a Committee member
 - 13 5 1 unless he has attained the age of 18 years,
 - 13 5 2 in circumstances such that, had he already been a Committee member, he would have been disqualified from acting under the provisions of article 12

14 Proceedings of the committee

- 14 1 The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any 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. A Committee member may, and the Secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom,
- 14 2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and, unless so fixed, shall be one-third of the membership of the Committee, subject to a minimum of one,
- 14 3 The Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company, but for no other purpose,
- 14 4 The Committee may elect a chair of its meetings and determine the period for which he is to hold office, but, if no such chair is elected, or if at any meeting the chair is not present within 5 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting,
- 14 5 The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit, any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee fully and promptly,
- 14 6 A sub-committee may elect a chair of its meetings, if no such chair is elected, or, if at any meeting the chair is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting,
- 14 7 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote,
- 14 8 All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member,
- 14 9 A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members

15 Secretary

- 15 1 Subject to Section 293 of the Act, the Secretary shall be appointed by the Committee for such term at such remuneration and on such conditions as the Committee may think fit, and any Secretary so appointed may be removed by it provided that no Committee member may occupy the salaried position of Secretary,

- 15 2 A provision of the Act or of these articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the Secretary

16 The seal

The Committee shall provide for the safe custody of the seal if any, which shall be used only by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose

17 Notices

- 17 1 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 Committee need not be in writing,
- 17 2 The Company may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Company an address within 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 Company,
- 17 3 Notice of every general meeting shall be given in any manner authorised by these articles to
- 17 3 1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them,
- 17 3 2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting,
- 17 3 3 the auditor for the time being of the Company (if any), and
- 17 3 4 each Committee member
- No other person shall be entitled to receive notice of general meetings,
- 17 4 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called,
- 17 5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

18 Indemnity

Subject to the provisions of the Act every Committee member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

19 Rules or byelaws

- 19 1 The Committee may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate
- 19 1 1 the admission and classification of members of the Company, 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 members,
 - 19 1 2 the conduct of members of the Company in relation to one another, and to the Company's employees,
 - 19 1 3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
 - 19 1 4 the procedure at general meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these articles, and
 - 19 1 5 generally all such matters as are commonly the subject matter of Company rules,
- 19 2 The Company in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Company

Dated the 23 day of November 2007