

**THE COMPANIES ACT**

**COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**LEATHERMARKET JOINT MANAGEMENT BOARD**

1. The name of the Company (hereinafter called "the company") is Leathermarket Joint Management Board.
2. The registered office of the Company is 26 Leathermarket Street, Bermondsey, London, SE1 3HN
3. The objects for which the Company is established are: -
  - 1) To represent where possible the interest of all and every member of the Company, being tenants, lessees, owners, and in particular (but not exclusively) in their dealings with the London Borough of Southwark
  - 2) To manage and administer or to participate in the management and administration of such properties and land on the Leathermarket Estate In The London Borough of Southwark (hereinafter called "the Estate") such properties and land covered by the Bermondsey Street, Lawson, Crosby, Lockyer, Hamilton, Kipling and Decima Street Tenants and Residents Associations, and any other land and buildings and real property as the Company may decide, either on its own account or as a trustee, nominee or agent for the London Borough of Southwark, or for any other person, authority or company.
  - 3) To provide such services in relation to the Estate as may be agreed from time to time between the Company and the London Borough of Southwark or other the owner for the time being of the whole or any part of the Estate and, subject there to, to maintain, repair, renew, redecorate, clean, construct, alter and add to the Estate and to arrange for the supply and maintenance of services and amenities, and for the cultivation, maintenance, landscaping and planning of any land, gardens and grounds forming part of the Estate, and to enter into contracts with builders, tenants, owners, contractors and others in connection with the carrying out the same

- 4) To enter into or carry on such other activity, business or trade as the Directors may from time to time consider is appropriate in furtherance of or ancillary to the objects of the Company,

And the Company shall have the following powers exercisable in furtherance of its said objects but not further or otherwise, namely: -

- a) To collect rents, charges and other income and pay rates, taxes, charges, insurance premiums, duties, levies, assessments and any other outgoings in respect of the estate or any part of it.
- b) To coordinate and work with other agencies or bodies having similar aims and encourage the provision and development of appropriate support and educational services.
- c) To present, promote, organise, provide, manage and produce, productions, films, and broadcast, concerts, musical pieces, entertainments, exhibitions, tutorials, seminars, courses and workshops, whether on any premises of the Company or elsewhere.
- d) To procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects.
- e) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company.
- f) To employ staff and/or agents, and to make provision for the proper remuneration of any such persons including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants.
- g) Subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its object, and to construct, maintain and alter any buildings or erections necessary for the work of the Company.
- h) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary for the promotion of its objects.
- i) To purchase or acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any of the activities which the Company is authorised to carry on.

- j) Subject to such consents as may be required by law to borrow or raise money for the purpose in or upon such terms and on such security as may be thought fit.
- k) To invest monies of the Company not immediately required for its purposes in or upon such investment, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- l) To establish, and support or aid in the establishment and support of any associations or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Company or calculated to further its objects.
- m) To establish, operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Company any dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the objects.
- n) To establish local branches and enter into any partnership or profit-sharing arrangement with any organisation or persons carrying on or proposing to carry on any activities within the objects of the company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of any such organisation.
- o) To obtain all necessary permits, licences or trade marks required for the purpose of enabling the Company to carry out its objects upon such terms and conditions as it may think fit, and enter into any arrangements with any authority or government (local, national or otherwise) that may seem conducive to the attainment of the Company's objects or any of them.
- p) To insure and arrange insurance cover for and to indemnify its officer's servants' voluntary workers and members from and against all such risks as the Company may from time to time think fit.
- q) To allocate tenancies
- r) To work to eliminate discrimination, be it on the grounds of race, sex, sexuality, mental or physical disability, illness, HIV status, religion, language, parenthood, caring responsibilities, being an ex-offender, age, being unemployed or on a low income, religion, trade union activity, ethnic group, class, being without formal qualifications or being homeless.
- s) To do all such other lawful things as share further any or all of the above objects.

- 5) The liability of the members is limited.
- 6) Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company, if it should be wound up while he or she is a member, or within one year after he or she ceases to be a member, for payments of the debts and liabilities of the Company contracted before he or she ceases to be a member, of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

**THE COMPANIES ACTS**  
**COMPANY LIMITED BY GUARENTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**Of**  
**LEATHERMARKET JOINT MANAGEMENT BOARD**

GENERAL

- 1) In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to the respectively in the second column thereof, if not consistent with the subject or context:

WORDS	MEANINGS
The Act.....	the companies act Including any statutory modification thereof.
These present.....	these Articles of association And regulations of the From time to time in force.
The Company.....	The above named Company.
The Associations.....	The Associations representing Residents and /or Tenants on the Leathermarket Estates.
The Directors.....	The directors of the Company (and “director” has a corresponding meaning).
The Secretary.....	Any person appointed to Perform the duties of secretary of the company
The Office.....	The registered office of the

The Seal.....	Company the common seal of the Company
The United Kingdom.....	Great Britain and Northern Ireland.
Month.....	Calendar Month
Clear Days.....	In relation to the period of a notice means the periods 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.
In writing.....	written, printed or lithographed or partly one and partly and other modes of representing reproducing words in visible form.

And words importing the singular numbers shall include the plural number, and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the meanings in these presents.

- 2) The Company is established for the purpose expressed in the Memorandum of Association.
- 3) The number of members with which the Company proposes to be registered is but the directors may from time to time register an increase in members.
- 4) (a) The subscribers to the Memorandum of Association and such other persons as the Company shall admit to membership in accordance with the provisions or Article 4 (b) and such regulations as the directors shall make from time to time shall be members of the Company

- (b) Membership shall be open to all persons who are either tenants or leaseholders, resident in the Estate and other people over the age of eighteen who are resident in a property managed by the JMB and their home has been their sole and principal home for at least one year. Membership will be closed to anyone who the JMB has reasonable grounds to suspect is an unlawful occupant of a secure tenancy.
- 5) The directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.
  - 6) The provisions of section 352 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

## **GENERAL MEETINGS**

- 7) The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Company and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 8) All meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 9) The directors may whenever they think 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 requisitions, as provided by section 368 of the Act and if at any time there are not within the United Kingdom sufficient directors to form a quorum any two directors or any two members of the Company may convene an Extraordinary General Meeting.
- 10) Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at least of every other General Meeting specifying the place, the day, and the hour of meeting, and in case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these present or under the Act 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 these presents, be deemed to have been duly called if it is so agreed:-

- a) In the case of the Annual General Meeting by all the members entitled to attend and vote; and
  - b) 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 95% of the total voting rights of all the members.
- 11) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 12) The business to transacted at an Annual General Meeting shall include consideration of the income and expenditure account and balance sheet, and the reports of the Director and the Auditors, the election of members of the Board of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
- 13) No business shall be transacted at an Annual General Meeting unless a quorum of members is present when the meeting proceeds to business. Save as herein otherwise provided 25 of the members (provided such number shall include a minimum of members from 3 Tenants or Residents Association) shall be a quorum.
- 14) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 15) The chairperson (if any) of the directors shall preside as chairperson at every General Meeting, but if there be no such chairperson, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the members present shall choose a directors, or if no such member be present, or if all the directors present decline to take the chair, the members shall choose some member of the Company who shall be present to preside.
- 16) A Director shall, notwithstanding that he or she is not a member of the Company, be entitled to attend and speak at any General Meeting.



- 17) The Chairperson 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 which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 18) 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 upon the declaration of the result of the show of hands demanded by:
- a) The Chairperson; or
  - b) At least five members having the right to vote at the meeting; such members must be from three different Tenants or Residents Associations; or
  - c) A member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportioning of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 19) Subject to the provisions of Article 20, if a poll be demanded under Article 18, it shall be taken at such a time and place, and in such a manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20) No poll shall be demanded on the election of a chairperson of a meeting, or on any question of adjournment.
- 21) In the case of an equality of votes, whether on a show of hands or no a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 22) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **VOTES OF MEMBERS**

- 23) Subject to Articles 21, every member shall have one vote.
- 24) No member shall be entitled to vote on any question at any General Meeting unless all monies presently by him or her to the Company have been paid.

## **BOARD OF DIRECTORS**

- 25) The number of directors shall never be less than 3, and until otherwise determined by a General Meeting shall not be more than 13.
- 26) (a). The first directors shall be the subscribers to the Memorandum of Association.
- (b). Each Tenants and Residents Association shall be entitled to nominate two members as Directors of the Company.
- (c). Where a Tenants and Residents Association fails to nominate two directors for whatever reason, directors at a board meeting may agree a ballot of residents of the Tenants and Residents Association area following rules stipulated by the Board of Directors as an alternative method of nominating Directors
- 27) The directors may from time to time and at any time appoint any member (or up to 3 non-members) of the Company as a director, either to fill a casual vacancy or by way of addition to their number, provided that the prescribed maximum be not thereby exceeded and provided that co-opted directors shall always be a minority of the Directors and if possible the member should (in the case of a casual vacancy) be nominated by the Association nominating his or her predecessor. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

## **POWERS OF THE DIRECTORS**

- 28) (a). The business of the Company shall be managed by the directors who may pay expenses incurred in the promotion and formation of the Company as they think fit, and may exercise all such powers of the Company in General Meeting. Any such requirement may be made either by the Act or by these presents or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
- 29) The directors may act notwithstanding any vacancy in their body; PROVIDED ALWAYS that in case the directors shall at any time be or reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act for the purpose of admitting persons to membership of the Company,

filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

30) All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the directors shall from time to time determine.

31) The directors shall cause minutes to be made:

- (a) of all appointments of officers made by the directors;
- (b) of the name of the directors present at each directors meeting;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and any such minutes of any meeting if purported to be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting shall be conclusive evidence of the facts stated in the minutes.

## **SECRETARY**

32) (a) The secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed. The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

(b) A provision of the Act or of these presents requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting as director and as, or in the place of the secretary.

## **THE SEAL**

33) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the directors and in the presence of at least one director and of the secretary, the said director and secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **DISQUALIFICATION OF DIRECTORS**

34) The office of director shall be vacated:

- (A) if he or she is adjudged bankrupt or he or she makes any arrangement or composition with his or her creditors.
- (B) If he or she becomes incapable by any reason of mental disorder, illness or injury of managing an administering his or her property and affairs.
- (C) If he or she becomes prohibited from being a director by reason of any order made under section 295 of the Act or by virtue of any provision in the Act or other statute.
- (D) If by notice in writing to the Company, he or she resigns his or her office.
- (E) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.
- (F) If he or she fails without reasonable excuse to attend three consecutive meetings of the directors.
- (G) If he or she ceases to hold office by reason of any order made under the Company Directors' Disqualification Act 1986.

## **ROTATION OF DIRECTORS**

- 35) All Directors shall retire at every Annual General Meeting
- 36) A retiring director shall be eligible for re-election subject to article 26 a, b & c.
- 37) The Company may, at the meeting at which a director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such a director shall have been put to the meeting and lost.
- 38) No person not being a director retiring at the meeting shall, unless recommended by the director for election, be eligible for election as director at any General Meeting, unless not less than 4 nor more than 21 clear days before the date set for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person to be proposed and of his or her willingness to be elected.
- 39) The Company may from time to time in General Meeting increase the number of directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

- 40) In addition, and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any director before the expiration of his or her period of office and may by an Ordinary Resolution appoint another director in his or her stead; but any person so appointed shall retain his or her office so long only as the director in whose place he or she is appointed would have held the same if he or she had not been removed.

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 41) The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for the meetings of the directors shall never be less than 5 of the directors (provided that these represent not less than three Associations). Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairperson shall have a second or casting vote.
- 42) A director may, and on the request of a director the secretary shall, at any time, summon a meeting of the directors by notice served upon the directors. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 43) The directors shall from, time to time elect a Chairperson who shall be entitled to preside at all meetings of the directors at which he or she is to hold office, but if no such Chairperson be elected, or if at any meeting the chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the directors present shall choose one of their number to be chairperson of the meeting.
- 44) A meeting of the directors at which a quorum is present shall be competent to exercise all the regulations of the Company for the time being vested in the directors generally.
- 45) The directors may delegate any of their powers to sub-committees consisting of such directors and others as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the directors so far as applicable and so far as the same shall not be superseded by regulations made by the directors. Any such committees shall report to the directors on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the directors.

- 46) All acts bona fide done by any meeting of the directors or by any committee of the directors, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be director.
- 47) A resolution in writing signed by all directors or of any committee of directors who are entitled to receive notice of a meeting of the directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the directors or such committee (as the case may be).

## **ACCOUNTS**

- 48) Accounts shall be prepared in accordance with the provisions of part VII of the Act.
- 49) A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.
- 50) Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which such notices may be served upon him or her shall be entitled to have notices served upon him or her at such an address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices for the Company.
- 51) Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## **DISSOLUTION**

- 52) Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as of the provisions thereof were repeated in these Articles.

## **INDEMNITY**

53) Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.