

Co%ownership

RULES

of the

**NORTHERN IRELAND CO-OWNERSHIP
HOUSING ASSOCIATION LIMITED**

*Registered under the Industrial and
Provident Societies Acts (Northern Ireland) 1969
and 1976 IP 200*

All Previous Rules Rescinded



June 2010



NAME, OBJECTS AND REGISTERED OFFICE

1. The name of the Society shall be Northern Ireland Co-Ownership Housing Association Limited (hereinafter called “the Association”).
2. The objects of the Association shall be:
 - a) To promote and sustain the concept of Co-Ownership;
 - b) To assist in the regeneration, rebuilding and revitalising of neighbourhoods and sustainable communities;
 - c) To carry on or assist others in carrying on for the benefit of the community the business of providing affordable social housing and any associated amenities for persons in need thereof upon terms appropriate to their means;
 - d) To provide for aged persons in need thereof housing and any associated amenities specially designed or adapted to meet the disabilities and requirements of such persons;
 - e) To provide or assist others in providing advice and educational services for the benefit of the community which promote affordable social housing and any associated amenities for persons in need.
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 Murray House, Murray Street, Belfast BT1 6DN.

MEMBERSHIP

6. The members of the Association shall be the persons whose names are entered into the register of members. The Board may in its absolute discretion admit to membership any individual persons. The Board shall set review and publish its policies and objectives for admitting new shareholders. The Board shall only admit new shareholders in accordance with the provisions of the rules.
7. Every member shall hold only one share in the Association.
8. An applicant for a share shall apply in writing to the Association’s registered office, setting out their reasons for applying and their qualifications in accordance with the Association’s policies and paying the sum of one pound (which shall be returned to them if the application is not approved).



Every application shall be considered by the Board in accordance with Rule 6. The Board has the power in its absolute discretion to accept or reject the application. If the application is approved the name of the applicant and the other necessary particulars shall be entered in the register of shareholders. One share in the Association and a copy of its rules shall be issued to the applicant.

9. No person who is a minor shall be admitted to membership.
10. A member shall cease to be a member if:
 - a) he dies; or
 - b) is expelled; or
 - c) withdraws from the Association; or
 - d) he fails to attend two consecutive annual general meetings of the Association of which notice has been duly given without reference to the Chairman of the Board, in consequence he shall be deemed to have withdrawn from the Association and his withdrawal shall be considered effective one month after the date of the second general meeting he has failed to attend.
11. Any member may withdraw from the Association by giving the Secretary one month's notice in writing of his intention so to do.
12.
 - a) A member may be expelled by a resolution passed by not less than 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 Board 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 the 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 twenty-eight days from the date at which the resolution to expel him was passed.
 - c) Subject to there being sufficient funds for payment of all existing claims against the Association known to the Board, a member so expelled shall at the date of the resolution be paid a 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 passed by not less than 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.



SHARE CAPITAL

13. The share capital of the Association shall be raised by the issue of shares of the nominal value of one pound each, provided that the number of shares in issue at any one time shall not exceed one thousand.
14. 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

15. a) The Association shall have the power to borrow money for the purposes of the Association provided that at the time of borrowing, the sum of the amount remaining undischarged of monies borrowed and the amount of the proposed borrowing shall not exceed the higher of £750 millions or 95% of the value of its housing stock net of government grant and that for this purpose:
 - i) the amount remaining undischarged of any deferred interest or 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
 - ii) the amount of any proposed borrowing intended to be on deferred interest or index linked terms 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 terms of borrowing are agreed on any money borrowed shall not exceed (taking account of any Hedging Agreement as hereinafter defined in sub clause c) entered into at the time of such borrowing) the rate of interest which, in the opinion of the Board, represents the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time, except that in the case of a mortgage loan the Board may delegate the determination of the said interest rate within certain specified limits to an officer, Board member or Sub-Committee.
- c) The Association in exercise of the power of borrowing shall have power for the purpose of prudent financial management to enter into, vary or determine any interest rate management products or foreign exchange rate management products and derivatives such as, but not restricted to, interest rate and/or currency rate swaps, any options to enter into an interest rate and/or currency rate swap, or any caps, collars, ceiling or floor, in relation thereto, any forward rate agreements or any other hedging agreements similar in form or effect to the foregoing (each such agreement referred to in these Rules as a "Hedging Agreement") provided that at the time the terms of a Hedging Agreement are agreed the effective rate of interest when the borrowing or issue of or



subscription for loan, stock or bonds and such Hedging Agreement are considered together will not exceed, in the opinion of the Board (or any duly authorised Sub-Committee established under these Rules) the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time

- d) The Association shall not receive any money on deposit.
- e) Subject to the preceding clauses of this rule the Board 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.

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

GENERAL MEETINGS

17. 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.

18. The functions of the annual general meeting shall be –

- a) to receive the account, balance sheet and reports mentioned in Rule 55;
- b) to appoint the auditor;
- c) to elect the Board members;
- d) to transact any other general business of the Association included in the notice convening the meeting;
- e) to fix the remuneration (if any) of the Chairman and Board members.

19. All general meetings other than annual general meetings shall be called special general meetings and shall be convened either upon an order of the Board or upon a written requisition signed by no less than one tenth of the members stating the purpose for which the meeting is to be convened. If within fourteen days after the delivery of the 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 20. A special general meeting shall not transact any business other than that mentioned in the notice convening the meeting.

20. a) A general meeting shall be convened by at least fourteen clear days' notice in writing posted, emailed or delivered to every member at his address recorded in the books of the Association, specifying whether the meeting is an annual or special general meeting, stating the time and date and place of the 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 of 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 forty-eight hours after being posted. A notice or communication sent by email to the correct email address of the member (with correct answerback and acknowledgement requested) shall be deemed to have been duly served twenty-four hours after being posted.

PROCEEDINGS AT GENERAL MEETINGS

- 21.
 - 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 seventy members, not less than 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 member present shall be a quorum.
- 22.
 - 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.
- 23. At all general meetings of the Association the Chairman of the Board 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 Board if any such person is present and willing to act) to be the Chairman of the meeting.
- 24. 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.
- 25. On a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes on a show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.



26. 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 particular 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.
27.
 - 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.
28. Proxies shall not vote, except on a poll. A form of instrument for guidance is set out in the Appendix. The instrument appointing a proxy must be delivered to the Chairman at the registered office of the Association prior to the commencement of the meeting at which the person named in such instrument is authorised to vote. 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. A proxy must be at least eighteen years of age.
29. 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.

BOARD OF MANAGEMENT

30.
 - a) The Association shall have a Board of Management (in these Rules referred to as "the Board") which shall manage the business of the Association. The Board shall set review and publish its policies and objectives for Board composition, recruitment and renewal.
 - b) The Board shall consist of seven Board members, 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 Board and then from time to time by the Association in general meeting.
 - c) Board members shall enter into a service agreement and shall observe the terms of same.



31. a) The Board may from time to time co-opt for any period suitable persons (“co-opted members”), whether members of the Association or not, to serve on the Board or on a sub-committee and may remove such persons and such persons may take part in the deliberations of the Board 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 “Board members” or “members of the Board”. Not more than five such persons shall serve on the Board nor more than two on any sub-committee at any one time.
- b) The remuneration of Board members and of persons co-opted to the Board shall be determined from time to time by the Association in general meeting, but the Board shall have power to remunerate any particular Board member or person co-opted for special services rendered to the Association.
- c) Only members shall be eligible to become Board members.
- d) The number of serving Board members who are, or have been, leaseholders in the Association’s equity sharing scheme shall not exceed two.

ELECTION OF BOARD MEMBERS

32. a) At the first annual general meeting of the Association all the Board members for the time being shall retire from office and at every subsequent annual general meeting one third or the nearest number thereto of Board members shall retire from office. The Board members to retire at any such subsequent annual general meeting shall be those who have been longest in office since they were last elected Board members, but as between persons who became Board members on the same day those to retire shall be chosen by lot. In reckoning the aforesaid one third, any person appointed under Rule 34(b) shall not be taken into account.
- b) A Board member may offer himself for election for no more than three terms consecutively unless any further reappointment is with the consent of the Department for Social Development.
- c) Subject to the provisions of 32 b) above a retiring Board member shall be eligible for re-election without nomination.
- d) A Board member on attaining the age of seventy-five shall be required to stand for annual re-election and shall not be considered as part of the one third of Board members retiring annually under Rule 32 a).



- 33.** a) If at any annual general meeting the Board members offering themselves for re-election together with any other members of the Association duly nominated for election to the Board do not exceed the number of Board members to be elected, having regard to any determination made under Rule 30(b), the Board members and members nominated shall be declared by the Chairman to have been duly elected or re-elected. But if the said Board members and members nominated together exceed the number of Board members to be elected the meeting shall elect from amongst them the members to serve on the Board 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 Board 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 of the Association not later than three days before the date appointed for the general meeting at which vacancies in the Board are to be filled. Forms of instrument for guidance are set out in the Appendix.
- c) Immediately following election or appointment, members shall enter into a service agreement in the form at that time adopted by the Board, confirming that they will meet their obligations as Board members.
- 34.** a) If a vacancy caused by the retirement or removal of any Board member is not filled at the meeting at which he retires or is removed, the vacancy may be filled by the Board.
- b) A casual vacancy in the Board occurring by death or resignation or under Rule 39 may be filled by the Board and the member appointed to fill the vacancy shall retire at the next annual general meeting.
- 35.** A Board member may be removed from office by a resolution passed by not less than two thirds of the votes given thereon at a special general meeting which may proceed to fill the vacancy.
- 36.** A Board member 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 absents himself from more than four meetings of the Board between consecutive annual general meetings without special leave or fails to enter into a service agreement in the form at that time adopted by the Board.



Any Board member who is interested personally 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 Board shall disclose his interest and not vote upon the matter under discussion, nor (unless requested so to do by other members of the Board) remain during its discussion of such matter and if by inadvertence he does so remain and vote, his vote shall not be counted. Any Board 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 Board, at a special meeting thereof convened to consider such request. Any act done in good faith by a Board member whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Board and an entry has been made in the Board's minute book stating that such Board member has ceased to be a member of the Board.

PROCEEDINGS OF THE BOARD OF MANAGEMENT

- 37.** The Board shall meet at least three times in every calendar year at such times and places as it deems fit and five clear days' notice of the date and place of such meetings shall be given in writing by the Secretary to all Board members and persons co-opted to the Board.
- (a) The quorum for Board meetings shall be the lesser of five or 50% of Board members;
 - (b) The quorum for Sub-Committee meetings shall be three Board Members or such other number as the Board may from time to time determine.
- 38.** Notwithstanding any vacancies on the Board, the remaining Board members may continue to act. If at any time the number of Board members falls below the number necessary for a quorum the remaining Board members may act as the Board for a maximum period of six months, but if at the end of that period the Board has not appointed Board members to make the number up to that necessary for a quorum, the only power which the Board may thereafter exercise shall be the convening of a general meeting of the Association which may appoint such a number of Board members as is required to bring the number of members of the Board to the number required to comply with Rule 30 b).
- 39.** a) The Board shall, at its first meeting after the registration of the Association and subsequently after each annual general meeting elect a Chairman from its own number to hold office until his successor is elected at 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 at least two-thirds of the members of the Board present at a special meeting called for that purpose at which meeting he shall not act as Chairman. If at any meeting of the Board the Chairman is absent the Vice Chairman shall be Chairman of the meeting. If the Vice Chairman is also absent the members of the Board present shall elect one of their number to be Chairman of the meeting.



- b) The Chairman of the Association shall be an ex officio non-voting member of all sub- committees.
 - c) In case of an equality of votes at any meeting of the Board or a sub-committee, the Chairman of the meeting shall have a second or casting vote.
- 40.** Meetings of the Board may be called either by the Secretary, or by a notice in writing given to the Secretary by the Chairman of the Board, or by two Board members, specifying the business to be transacted thereat. The Secretary shall communicate every such notice to all Board members and persons co-opted to the Board as soon as possible after the receipt thereof, and the meeting shall be held not earlier than five clear days and not later than twenty 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 Board, or two Board members 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 notice.

POWERS OF THE BOARD OF MANAGEMENT

- 41.** The business of the Association shall be conducted by the Board 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 meeting, 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 Board shall have been restricted by any regulations so made. The Board shall in all things act for and in the name of the Association.
- 42.** Without prejudice to the general powers conferred on the Board by these Rules it is hereby expressly declared that the Board may exercise the following powers:
- a) to purchase, sell, build upon, lease, mortgage or exchange any property or land, to enter into any floating charge of the whole or any part of the undertaking property and assets of the Association both present and future;
 - b) in pursuance of the objects of Association to enter into contracts of any kind and settle the terms thereof;
 - c) 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;
 - d) to determine from time to time the terms and conditions upon which the property of the Association is to be let, and to make, revoke, and alter and at all times enforce as it thinks fit such terms and conditions;
 - e) to appoint and remove all solicitors, architects, surveyors and employees of every description;



- f) to pay all such expenses, including travelling expenses, as are properly incurred by any Board member or person co-opted to the Board or a sub-committee in the execution of his duties;
- g) to affiliate the Association to the Northern Ireland Federation of Housing Associations or other such other bodies with similar objectives as may arise and to pay an appropriate fee thereto;
- h) to promote any company or companies as a subsidiary or associated company for the purposes of giving effect to the objects of the Association.

- 43.** The Board may from time to time set out in the form of Service Agreement the obligations of Board members and co-opted members to the Association. The Board shall review and may amend the obligations set out in the Service Agreement from time to time. No Board member or co-opted member may act as such until they have signed and delivered to the Board the Service Agreement. Any Board member or co-opted member who has not signed a Service Agreement without good cause within one month of election or appointment shall immediately cease to be a Board member or co-opted member.
- 44.** The Board may delegate any of its powers to sub-committees consisting of such Board members and other persons as it thinks fit which shall in the function entrusted to them conform to the instructions given to them by the Board, and any such sub-committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as they are applicable and insofar as they are not superseded by any regulations which may be imposed on it by the Board. Not more than two persons other than Board members shall serve on any sub-committee.
- 45.** All acts done in good faith by any meetings of the Board or any sub-committee shall, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any Board member or Board members or that any one or more of them were disqualified, be as valid as if every Board member had been duly appointed and was duly qualified to serve.
- 46.** A resolution in writing signed by all Board members 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 Board or sub-committee duly called and constituted.

OFFICERS

- 47.**
- a) The Association shall have a Secretary and such other officers as the Board may from time to time determine who shall be appointed and may be removed by the Board and who shall receive such remuneration (if any) as the Board shall determine;
 - b) The Secretary and the other officers, if any, aforementioned shall act under the superintendence, control and direction of the Board, and without prejudice thereto the Secretary shall in particular:



- i) summon and attend all meetings of the Association and of the Board and keep the minutes referred to in Rule 57;
- ii) keep the register of members and other registers required to be kept by these Rules; give notice to the Registrar forthwith of any change in the situation of the registered office in the prescribed form; prepare and send all other forms and returns required to be made to the Registrar; have charge of the seal of the Association;
- iii) unless the Board otherwise directs, 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 Board directs;
- iv) produce or give up all books, documents and property of the Association in his possession whenever required to do so by a resolution of the Board or of a general meeting.

SECURITY BY OFFICERS AND INDEMNITY

- 48.** The Board shall require every officer having receipt or charge of money to become bound either with or without a surety as the Board determines in a bond according to one of the forms set out in Schedule 4 to the Act, or to give the surety of a guarantee in such sum as the Board directs 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 Board requires him to do and for the payment by him of all sums due from him to the Association.
- 49.** 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.
- 50.** 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.

INVESTMENT

- 51.** The Board may invest any part of the assets of the Association in any manner expressly authorised by the Act.

APPLICATION OF PROFITS

- 52.** 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 paragraph c) of this Rule an annual general meeting may out of the profits:
 - i) set aside to reserve such sum (not exceeding the amount recommended by the Board) as it may direct, which may be applied in or towards carrying out the objects of the Association;
 - ii) if any amount has been set aside by the annual general meeting to reserve as aforesaid, allocate out of the remainder of the profits such sum as it may direct to a common fund to be used for such charitable purposes as the Board may from time to time determine.
- c) Any of the profits not so applied shall be carried forward.

AUDIT

- 53.
- 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 qualified auditor under section 41 of the Act as amended.
 - b) None of the following persons shall be appointed as auditors 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.
 - 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 Board if no general meeting of the Association is held within that time. The Board 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 Board) 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 the 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 members accordingly as required by section 40 of the Act.

- 54.** The auditor shall in accordance with section 43 of the Act 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.
- 55.** The Board 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 Board on the position of the affairs of the Association signed by the Chairman of the Board meeting at which the report is adopted. The account shall be made up to 31st March, being the date which has been determined as the end of the financial year.



DISPUTES

56. 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 Housing Federation and his decision shall be binding and conclusive on all parties without appeal, and shall not be removable 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 arbitration shall be borne as the arbitrator directs, and the complaining party shall before the arbitration deposit with the Association such reasonable sum as the Association may from time to time determine to abide the decision reached by the arbitrator.

MINUTES, SEAL, REGISTERS AND BOOKS

57. Minutes of every general meeting and of every meeting of the Board or sub-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. If no subsequent meeting is planned the minutes of the last meeting shall be ratified by means of a resolution to that effect signed by all members present at the said meeting.
58. 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 Board, and the affixing of the seal shall be attested by the signature of any two persons being:
- two members of the Board; or
 - one member of the Board and one officer of the Association who have been so authorised to countersign by the Board; or
 - two officers of the Association who have been so authorised to sign by the Board.
59. 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 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 loans 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 Board directs and register all transfer 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 directs.
- 60.** The Association shall keep proper books of account with respect to its transaction and its assets and liabilities in accordance with sections 35 and 36 of the Act.
- 61.** 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

- 62.** Every year within three months of the period to which the return relates the Secretary shall send to the Registrar the annual return in the prescribed form relating to the Association's 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.
- 63.** The Association shall supply gratuitously to every member or person interested in the funds of the Association on his application a copy of the latest annual return of the Association together with a copy of the report of the auditor on the accounts and balance sheet contained in the return.
- 64.** The Association shall display a copy of the latest balance sheet together with the report made thereon by the auditor in a conspicuous place at its registered office.



ACCESS TO RECORDS

65. a) Any member or person having an interest in the funds of the Association shall be given access to his personal information held by the Association on request, subject to statutory provisions and such reasonable requirements as to the time and manner of such access as may be imposed from time to time by the Association.
- b) Any member or person having an interest in the funds of the Association shall be given access to the duplicate register of members subject to statutory provisions and such reasonable requirements as to the time and manner of such access as may be imposed from time to time by the Association.

STATUTORY APPLICATIONS TO THE REGISTRAR

66. 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 prescribed form 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 one thousand, one hundred members, may apply to the Registrar in the prescribed form –
- i) for the appointment of an inspector or inspectors to investigate 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

67. The Secretary shall deliver a copy of the Rules of the Association to every person on demand on payment of a sum not exceeding five pounds (or such larger sum as may from time to time be prescribed by the Registrar).

PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER

68. 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.



NOMINATIONS

69. 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. Forms of instrument for guidance are set out in the Appendix.
- 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

70. 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 but no rule shall be amended or rescinded or a new rule made so as to cause the Association to cease to be a charity.
71. a) Rules 2, 13, 37, 52, 70 and this Rule are hereby declared to be fundamental and shall not be amended or rescinded except by a resolution passed by not less than 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) Subject to the preceding paragraph any rule not declared to be fundamental may be rescinded or amended, or a new rule may be made, by a resolution passed by not less than 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.
72. Application for the registration of every amendment of rules shall be made to the Registrar in the prescribed manner and form 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.

DISSOLUTION

73. The Association may be dissolved by an instrument of dissolution to which not less than three-fourths of the members of the Association have given their consent testified by their signatures to the instrument or by winding up in the manner provided by the Act.
74. If on the dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution having objects similar to the objects of the Association determined by the members of the Association at or before the time of dissolution or if there is no such charitable institution to the Housing Societies Charitable Trust or other charitable object to be determined in like manner.



INTERPRETATION OF TERMS

75. In these rules, including this Rule, unless the subject matter or context is inconsistent therewith –
- a) “amendment of rules” includes the making of a new rule and the rescission of a rule, and “amended” in relation to rules shall be construed accordingly;
 - b) “Board” means the Board of Management appointed in accordance with Rule 30 and “Board member” or “member of the Board” means a member of the Board for the time being but does not include a person co-opted to the Board under Rule 31;
 - c) “Sub-Committee” means a committee of the Board of Management;
 - d) “member” means one of the persons referred to in Rule 6;
 - e) “officer” includes the Chairman, Secretary, and any Board member for the time being and such other officers as the Board may appoint under Rule 47;
 - f) “persons claiming through a member” includes his personal representatives and also his nominees where a nomination has been made;
 - g) “property” includes all real and personal estate (including loan stock certificates, books and papers);
 - h) “register of members” means the register kept in accordance with Rule 59;
 - i) “Secretary” means the officer appointed by the Board to be the Secretary of the Association or other person authorised by the Board to act as his deputy;
 - j) “the Act” means the Industrial and Provident Societies Act (Northern Ireland) 1969 as amended;
 - k) “the Association” means the Association whereof these are the registered rules;
 - l) “the Registrar” has the meaning given to it by the Act;
 - m) “these rules” means the registered rules of the Association for the time being;
 - n) words importing the masculine gender include females;
 - o) words importing the singular or plural include the plural and singular respectively;
 - p) “co-opted member” means a person co-opted to the Board of Management under Rule 31.
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Appendix

FORMS OF INSTRUMENTS



Northern Ireland Co-Ownership Housing Association Limited

APPOINTMENT OF PROXY

The instrument referred to in Rule 28 shall be in the following form:

I _____ of _____,
being a member of Northern Ireland Co-Ownership Housing Association Limited, hereby appoint

as my proxy to vote for me and on my behalf at the general meeting of the Association to be held on the
_____ day of _____ 20____ and at any adjournment thereof.

AS WITNESS my hand this _____ day of _____ 20____

Signature _____



Northern Ireland Co-Ownership Housing Association Limited

NOMINATION OF BENEFICIARY

The instrument referred to in Rule 69 shall be in the following form:

To Northern Ireland Co-Ownership Housing Association Limited.

I, _____ of _____, a
member of the above-named Association hereby nominate
_____ of _____ as the
person to whom there shall be transferred at my decease such property in the Association as may be
mine at the time of my decease, whether in loan stock, loans or otherwise, not exceeding the limit of the
amount for the time being authorised by law.

Date _____ 20____

Signature _____

Witness _____

(signature, address and occupation)



Northern Ireland Co-Ownership Housing Association Limited

REVOCATION OF NOMINATION OF BENEFICIARY

The instrument referred to in Rule 69 shall be in the following form:

To Northern Ireland Co-Ownership Housing Association Limited

I HEREBY REVOKE the nomination made by me on the _____ day of

20 .

Date _____ 20

Signature _____

Witness _____

(signature, address and occupation)



Northern Ireland Co-Ownership Housing Association Limited

VARIATION OF NOMINATION OF BENEFICIARY

The instrument referred to in Rule 69 shall be in the following form:

To Northern Ireland Co-Ownership Housing Association Limited.

I HEREBY VARY the nomination made by me on the _____ day of
20 ____ as follows:

Date _____ 20 ____

Signature _____

Witness _____

(signature, address and occupation)

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