

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE LEASEHOLD ADVISORY SERVICE

1. The name of the Company (hereinafter called "the Association") is the **Leasehold Advisory Service**
2. The registered office of the Association is to be situated in England and Wales
3. The objects for which the Association is established are to carry out the following purposes, namely:
 - 3.1. To provide information, advice and training to the public or to any person, group or organisation, including without limitation groups and organisations advising consumers, in relation to the legislation that applies to the occupation and management of long leasehold residential tenancies, shared ownership and commonhold of blocks of flats, park homes, homes subject to estate charges and estate management schemes to which Chapter IV of Part I of the Leasehold Reform, Housing and Urban Development Act 1993 applies;
 - 3.2. To support and assist the Secretary of State and MHCLG in relation to such other matters relevant to housing as may be requested from time to time;
4. The Association shall have the following powers exercisable in furtherance of its objects but not otherwise, namely:
 - 4.1. subject to Clause 5 to employ all staff as may be required for the purposes of the Association, up to and including the Chief Executive (but excluding the members of the Council) notwithstanding that approval to recruit, remunerate and appoint the Chief Executive must be sought from the Secretary of State, who may appoint an official to be a member of any panel convened for recruitment of the Chief Executive.
 - 4.2. to accept subscriptions and donations for all or any of the purposes

- aforesaid, and generally to manage invest and expend all monies belonging to the Association;
- 4.3. to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct maintain and alter buildings or erections;
 - 4.4. subject to such consents, if any, as may be required by law, or any agreement entered into with the Secretary of State, to sell, let, dispose of or turn to account all or any of the property or assets of the Association;
 - 4.5. to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit. Subject nevertheless to such conditions (if any) and such consents imposed or required by law or the Management Statement and Financial Memorandum and subject also as hereinafter provided;
 - 4.6. to carry out such research as may be necessary or conducive to the furtherance of the objects and to disseminate the useful results of such research.
 - 4.7. to do all such lawful things as are necessary for the attainment or furtherance of the said objects or any of them
5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- 5.1. of reasonable and proper remuneration to any member officer or employee of the Association (not being a member of its Council) for any services rendered to the Association;
 - 5.2. of interest at a rate not less than the base lending rate of the Associations' bankers on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Council;
 - 5.3. to any member of its Council of out-of-pocket expenses.
6. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.
7. No addition, alteration, or amendment shall be made to the Memorandum or Articles of Association without permission of the Secretary of State.

8. The liability of the members is limited.
9. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Association if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
10. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to the Exchequer or some other institution (whether or not a member of the Association) having objects similar to the object of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association with the agreement of the Secretary of State at or before the time of dissolution.

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

THE COMPANIES ACT 1985**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL****ARTICLES OF ASSOCIATION****Of****THE LEASEHOLD ADVISORY SERVICE**

1. In the Memorandum and these Articles the words in the first column of the table set out below shall bear the meanings set opposite to them respectively in the second column of that table, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force
These Articles	These Articles of Association and the regulations of the Association from time to time in force
The Association	The above-named Company
The Council	The Council of Management for the time being of the Association comprising the members of the Council
Members of the Council	Directors of the Association
Park homes	Homes to which the Mobile Homes Act 1983 applies
The office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written printed or lithographed or partly one and partly another and other modes of representing or producing words in a visible form
Clear days	In relation to a period of notice means that 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
Secretary of State	One of His Majesty's Principal Secretaries of State

In these Articles:

- (a) words importing the singular number only shall include the plural number, and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender; and
- (c) words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles. The regulations in Table C in the Companies (Tables A to F) Regulations 1985 ("**Table C**") and any similar regulations in any other legislation concerning companies shall apply to the Association unless otherwise stated. If there is any conflict between these Articles and the provisions of Table C then the terms of these Articles shall prevail.

- 2. The Association is established for the purposes expressed in the Memorandum of Association.
- 3. Membership is limited to firms corporations or organisations who have expressed interest in the objects of the Association and will act by their duly appointed representatives.
- 4. The subscribers to the Memorandum of Association, need not be members but thereafter members of the Association shall be limited to those the Council shall admit to membership in accordance with the Articles. Every firm corporation or organisation who wishes to become a member of the Association shall deliver to the Association an application for membership in such form as the Council require duly executed.

5. A member of the Association may at any time withdraw from the Association by giving at least 3 months' notice to the Association. Membership shall not be transferable.
6. The Association shall not be required to hold Annual General Meetings and the provisions of Table C shall be interpreted accordingly.
7. The members of the Council shall not be required to retire by rotation and the provisions of Articles 73 to 80 inclusive of Table A (as applicable to Table C) shall be interpreted accordingly.
8. The Council may whenever they think fit convene a General Meeting and 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.
9. Twenty-one clear days' notice in writing of every meeting convened to pass a Special Resolution and fourteen clear days' notice in writing of every other General Meeting, specifying the place, the day and hour of meeting, and in the 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 Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members of the Association having the right to attend and vote thereat, or of such proportion to them as is prescribed by the Act, a meeting may be convened by such notice as those members may think fit.
10. 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 proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, two members of the Association present personally or by proxy or if a Corporation by a duly authorised representative shall be a quorum.
12. 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 of the Association, 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 Council may determine.
13. The Chairman or in his absence the Deputy Chair (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such

Chairman or Deputy Chair, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Association present shall choose some member of the Council or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

14. The Chairman 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 business which might have been transacted at the meeting from 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. Save as aforesaid, the members of the Association shall not be entitled to any notice of an adjournment, or of the business transacted at any adjourned meeting.
15. 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 the Chairman or by at least two members of the Association present in person or by proxy, or by a member or members of the Association present in person or by proxy and representing one-tenth of the total voting rights of all the members of the Association having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn.
16. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman 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.
17. No poll shall be demanded on the election of a Chairman of a meeting, or on a question of adjournment.
18. In the case of an equality of votes, whether on a show of hands or on poll, the Chairman of the Meeting shall be entitled to a second casting vote.
19. The demand of 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.
20. Subject to the provisions of the Act a resolution in writing signed by all the

members of the Association for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member of the Association shall have one vote.
22. Save as herein expressly provided, no member of the Association other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
23. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
24. Votes may be given on a poll either personally or by proxy. On a show of hands a member of the Association present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member of the Association.
25. The instrument appointing a proxy shall be in writing under the hands of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal if any, and, if none, then under the hand of some officer duly authorised in that behalf.
26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed,

provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I,
of
a member of
hereby appoint
of
and failing him,
of
as my proxy to vote for me on my behalf at
General Meeting of the
Association to be held on 20, and at any adjournment thereof.
Signed on 20"

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE COUNCIL OF MANAGEMENT

29. The number of the members of the Council shall not be less than two nor until otherwise determined by, the Secretary of State, with agreement from the members of the Council, more than eight. All members of the Council shall be appointed by the Secretary of State, by notice in writing to the Association.
30. The first members of the Council shall be as named in the statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.
31. A member of the Council may at any time withdraw from the Council by giving at least 3 months notice to the Association. Membership shall not be transferable.
32. The Secretary of State shall have the right to appoint and remove an observer to the Council (the '**Observer**'). The Observer may attend and observe all meetings of the Council and shall be entitled to receive all notices and other documentation distributed to the members of the Council. However, the Observer shall not be:
- (a) counted in any quorum for Council meetings;
 - (b) entitled to vote on any resolutions or other matters to be considered by the members of the Council; or
 - (c) entitled to speak at any Council meeting.

POWERS OF THE COUNCIL OF MANAGEMENT

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
34. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that the members of the Council shall not at any time be reduced in number to less than the minimum number prescribed by or in accordance with the Articles.

SECRETARY

35. Subject to the provisions of the Act the Secretary shall be appointed by the Council 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 Sections 283 and 284 of the Act shall apply and be observed. The Council 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.

THE SEAL

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or persons bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL OF MANAGEMENT

37. The office of a member of the Council shall be vacated immediately:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if he becomes incapable of holding the office of a member of the Council due to ill-health or injury;
 - (c) if by notice in writing to the Association he resigns his office (in which case the vacation of office shall be effective immediately on the expiry of notice

period required to be given);

- (d) if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company;
- (e) if he is convicted of any indictable offence (whether on indictment or summarily) and receives written notice from the Council (or the Secretary of State as the appointing officer) resolving that his office be vacated as a result of such conviction;
- (f) if the Secretary of State gives notice in writing removing that person from office;
- (g) if he is absent without the permission of the Council from all of the Council's meetings held within any period of 12 months and the Council (or the Secretary of State as the appointing officer) resolves that his office be vacated.

DISQUALIFICATION OF MEMBERS

38. A member of the Association shall cease to be a member of the Association if:-
- (a) the member ceases to exist in the form in which it applied for membership;
 - (b) it resigns;
 - (c) the Council recommend to a general meeting of the Association that the member be expelled and such recommendation is passed by a 75 per cent majority at a General Meeting.

TRANSITION TO NON-DEPARTMENTAL PUBLIC BODY

39. The Secretary of State shall, at any time during the period starting on the date of adoption of these articles (the '**Adoption Date**') and ending on the day two calendar months after the Adoption Date, be entitled by written notice (the '**Resignation Notice**') to require any or all of the members of the Council in office on the Adoption Date to resign such office. If the Secretary of State exercises this power in relation to a member of the Council then that member's office shall terminate on the date that is 30 days after the date on which the Resignation Notice is received.

PROCEEDINGS OF THE COUNCIL

40. The Council 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. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
41. A member of the Council may, and on the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon all the members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42. The Secretary of State shall appoint a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within 15 minutes after the time appointed for holding the meeting or not willing to preside, the Deputy Chairman if one has been appointed by the Secretary of State shall be Chairman of the meeting, or where the Deputy Chairman is not present within 15 minutes after the time appointed for holding the meeting or not willing to preside, members of the Council present shall choose one of their number to be Chairman of the meeting or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
43. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
44. The Council may delegate any of their powers to committees consisting of such members of the Association or members of the Council 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 Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meeting and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
45. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, 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 a member of the Council.

46. A member of the Council may act for, enter into a contract with or otherwise deal with any client of the Association but it shall be necessary for such member of the Council to declare his interest in any such contract or arrangement in the Association's register of interests.
47. The Council shall cause proper minutes to be made of all appointments made by the Secretary of State, and shall resolve to update the company books and make the necessary filings at Companies House. Proper minutes shall also be made of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
48. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

49. The Council shall caused accounting records to be kept in accordance with the requirements of the Act.
50. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.
51. The accounting records shall always be open to the inspection of Secretary of State, the Comptroller and Auditor General and such other persons as may be stated in the Management Statement and Financial Memorandum.
52. The Council shall from time to time determine whether and to what extent and at what times places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member of the Association (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

AUDIT

53. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
54. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

55. A notice may be served by the Association upon any member of the Association, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
56. Any member of the Association described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act only those members who are described in a register of members by an address within the United Kingdom shall be entitled to receive monies from the Association.
57. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing 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 first class letter.

DISSOLUTION

58. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to the Exchequer or some other institution (whether or not a member of the Association) having objects similar to the object of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association With the agreement of the Secretary of State at or before the time of dissolution.

