

# Official Notice

## Annual General Meeting 2009 and Order of Business

Hilton Hotel, Blackpool, North Promenade  
Blackpool, Lancashire FY1 2JQ

Monday, 12th October 2009



Notice is hereby given that the 2009 Annual General Meeting of the Company will be held in the Hilton Hotel, Blackpool on Monday, 12th October 2009 at 5.30pm, for the transaction of the following business:

## ORDINARY RESOLUTIONS

Ordinary Resolutions require a simple majority of Members present and voting at a General Meeting (to include proxy votes cast).

**1. To receive and consider the Directors' Report and the Financial Statements for the year ended 31st March 2009, with the Auditors' Report thereon.**

**2. To re-elect as a Director Mr Kevin Dodd, Chief Executive, Wakefield & District Housing.**



I am delighted to be nominated as a Board Member for such an important organisation as the Northern Housing Consortium. Without doubt we live in very changing and turbulent times and change appears to be the only certainty. With that in mind it is important that the Consortium's northern voice continues to be heard to represent not only the organisation's membership but the communities which are affected by the impact of recent times.

The one thing everyone needs is a roof over their heads and by promoting and extending the Consortium's offer of services to its Members I am sure effective representation and procurement of new and relevant services will go some way to achieving that.

In an era of real change, I hope to make sure the Consortium is at the forefront to make lasting impacts.'

**3. To re-elect as a Director Mr Tom Miskell, Chief Executive, Trans-Pennine Housing.**



The Consortium has changed significantly over the last few years. It has grown considerably to provide a growing list of products for the benefit of its Members.

It is firmly established as the Voice of Housing in the North. The role will become increasingly important in times of economic restraints.

I will continue to support the Consortium to achieve even more for its Members.

**4. To re-elect as a Director Ms Geraldine Wilcox, Chief Executive, Derwentside Homes.**



Passionate about housing and passionate about the North, the Northern Housing Consortium is my kind of organisation. Over the years I have seen the Consortium grow in strength and stature, as well as membership, to become a relevant and respected "Voice of the North" and top class provider of products and services tailored to meet the ever changing requirements of its membership.

From this solid foundation the Consortium is well placed to face the challenges ahead. We are living through a period of unprecedented uncertainty and change with rapidly changing markets and economic forecasts; new national and regional structures and uncertain public expenditure, at a time when the demand for homes and the importance of housing has never been so high. The Consortium will have a significant role to play in shaping the future direction of the housing sector in the North and supporting members to meet both the challenges and opportunities that change presents.

I would be delighted to continue as a Director and play my part in assisting the Consortium to grow in strength and influence, so that it can have an effective voice for our Members and contribute to shaping the housing agenda at a local, regional and national level. The Consortium has much to offer its Members, through a wide range of products and services and I would offer my support to ensure the development of these activities continue to be innovative and responsive to Members' needs.

**5. To re-elect as a Director Mr John Craggs, Deputy Chief Executive (Operations) Gentoo Group.**



People who know me are aware that I have a passion for ensuring that we deliver first class services, for a range of customers who want to access them. The best way to attain this is through growing and developing a workforce who understand what the organisation is trying to do, and what their 'link in the chain' looks like. This is where the Consortium comes in, helping to develop and

share this best practice across the North. The challenges faced by many parts of the three northern areas are similar. Trying to make a coherent message with a co-ordinated voice is a significant challenge, and the Consortium does this well.

I would relish the opportunity to continue to work with the Officers and other Board members, to help the Consortium constantly improve. The job is clearly not getting easier, our response needs to be at its optimum. The Board understand this, and work well together to try and continue to meet the challenge.

**6. To elect as a Director Mr Glyn Hall, Head of Housing, Durham County Council.**



When I began my career as an Environmental Health Officer a 'number of years ago' in Newcastle upon Tyne, it never crossed my mind that 'Housing' would become my chosen vocation and that I could become so passionate about HRSs, Options Appraisals and helping to give people choice and quality in their homes and areas they live in, but 'it is' and I am'.

Although I have enjoyed in the past the traditional challenges of Housing Management, what really floats my boat is Housing Strategy and in particular housing's role in Regeneration and its impact upon Health, Wellbeing and Place.

In my new role as Head of Housing for County Durham, I have the opportunity of putting into practice some of the ideas we have only talked about in the past - New Build for councils, Special Purpose Delivery Vehicles and Integrated Teams, for example.

I have earned my housing spurs and have something to offer back. I look forward to working with my fellow Directors and the Consortium members and will continue to put forward ideas, challenges and vision to help ensure housing continues to be a priority on the local and national agendas.

**7. To re-appoint Bartfields (UK) Ltd Chartered Accountants as Auditors and to authorise the Directors to fix the amount of their remuneration.**

**SPECIAL RESOLUTIONS**

Special Resolutions need to be passed by a majority of not less than three fourths of the Members of the Company present and voting at a General Meeting (to include proxy votes cast).

**8. Definitions** - that Article 2, the definition of 'in writing' be reworded to include electronic communications to enable documents to be via e-mail, bringing it in line with the new Act. It will now read:

**'In writing** Refers to a legible document on paper including a fax message or a legible document in electronic format'

**9. Extraordinary General Meetings** - that Article 15 be reworded to reflect the wording of the Companies Act 2006, which enables members representing 10% of the total voting rights, or 5% where no more than 12 months has elapsed since the last general meeting, to convene an Extraordinary Meeting. The article will now read:

*'The Board may whenever they think fit convene an Extraordinary General Meeting of the Company, or members representing ten per cent of the total voting rights or five percent of the total voting rights where more than twelve months has elapsed since the last general meeting, may convene an Extraordinary Meeting as provided by section 303 of the Act'*

**10. Decisions at General Meetings** - that Article 20.1 be reworded to recognise that the intention to propose a resolution as a special resolution now only requires 14 days notice instead of 21, the article will now read:

*'Decisions involving an alteration to the Memorandum and Articles of Company and other decisions so required by statute shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of the members of the Company present and voting at a General Meeting. At least 14 days' notice specifying the intention to propose a resolution as a Special Resolution shall be given to Members'*

**11. Voting at General Meetings** - that Article 21 be amended to allow members to vote on a show of hands, on a poll, electronically or by post. This Article now makes it clear that proxies are entitled to vote on a show of hands. The article will read:

*'Votes of Members may be given on a show of hands or on a poll personally or by proxy or by or together with voting electronically or by post save that no person may carry more than one proxy vote. A member which is a corporate body or unincorporated association may vote only by means of its nominated deputy, duly appointed in accordance with Article 8'*

**12. Directors' Interests** - that Article 41 and 43 be slightly amended so that they are in line with the wording used in the new Act. The relevant amended parts will now read:

**Article 41**  
**Directors' Interests**  
41.1 Without prejudice to his obligation to disclose interests in accordance with the Act each Board member shall ensure that the Company Secretary is provided at all times with an up to date list of:  
41.2 Provided that he has disclosed to the Directors in accordance with the Act the nature and extent of any material interest of his and any other requirements of the Act relating to the matter have been complied with, a Director notwithstanding his office...  
41.4 The procedure for Conflicts of Interests at Board Meetings Is set out in Article 43.

**Article 43**  
43.1 Any Board member having an interest in any arrangement between the Company and another organisation or person shall disclose the nature and extent of that interest to the meeting before the matter is discussed by the Board or a committee of the Board. Unless the interest is of the type defined by Article 43.2 the Director concerned shall not remain present during the discussion of the item unless requested to do so by the remaining members of the Board or Committee of the Board. Unless complying with Article 43.2 the Director concerned may not vote or count in the quorum on the matter in question.  
43.2 Providing an interest has been properly disclosed, a Board member may remain present during the discussion and may vote and count in the quorum on the matter under discussion where the interest arises because....

**13. Company Seal and Deeds** - Article 54 has been amended to acknowledge that deeds may be executed other than by affixing a seal. This includes the new power of attorney granted to the Chief Executive under delegated powers. The article will now read:

*'Deeds may be executed by the Company by the affixing of the Seal, by the signatures of two Directors or a Director and the Secretary, or by the signature of one Director or a duly authorised attorney in the presence of an attesting witness. The Seal shall only be used by the authority of the Board and every instrument to which the Seal is applied shall be signed by two Directors or a Director and the Secretary, or by a duly authorised attorney. Every such application shall be minuted. If the Board so decides it shall dispense with the Seal'*

**14. Notices** - that Article 61 be reworded to enable where a member has agreed, notices to be sent electronically to members. Article 63 provides that such notice will be deemed to be served 48 hours after the notice is sent. The articles will now read:

**Article 61**

*'A notice may be served by the Company upon any member, either personally, 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 or, where a member has agreed, electronically (including e-mail and website notices).'*

**Article 63**

*'Notice of all meetings shall be given exclusive of the day on which it is effected. Where notice is sent by post the notice shall be deemed to have been served seventy two hours after the notice has been posted, provided that it was properly addressed and pre-paid. Where the notice is sent electronically the notice shall be deemed to have been served forty eight hours after the notice has been sent, provided that it was properly addressed.'*

**15. Re-numbering and Corrections** – that throughout the Articles, references to provisions in the Companies Act 1985 and 1989 be updated to correspond with the relevant provisions in the new Act.

The current version of the Memorandum and Articles, together with an amended version including the above changes in Special Resolutions 8 – 15 are available on request from the Company Secretary.

## NOTES TO THE RESOLUTIONS

### Ordinary Resolution 1:

#### Annual Report and Financial Statements 2008/09.

The business of the meeting will begin with a resolution to receive the Annual Report and Accounts in respect of the year ended 31 March 2009.

### Ordinary Resolutions 2 – 6:

#### Election and re-election of Directors

Five nominations have been received for five vacancies on the Board.

### Ordinary Resolution 7:

#### Re-appointment of Auditors

Members will be asked to confirm the re-appointment of Bartfields (UK) Ltd as the Company's Auditors until the conclusion of the next Annual General Meeting and to grant authority to the Directors to determine their remuneration.

### Special Resolutions 8 – 15

A number of changes are proposed to enable the Consortium to be up to date with the requirements of the new Companies Act 2006.

### Michelle Punshon

Company Secretary, 14th September 2009

## HOW TO GET THERE

### By Road

At junction 32 on the M6 turn west onto the M55, continue to the end of the M55 and turn left onto the A5230, signed for Blackpool Airport. Stay on the A5230 until you reach the seafront, turn right and you will pass the Pleasure Beach then the Tower and the hotel is one mile further along on the right.

### By Rail/Public Transport

Blackpool North is an Inter City mainline station serving out of Euston on the London Midland Region. Regular trains to Preston take 1/2 hour, where there are connections to many stations in the country. Direct trains to Manchester take 1 1/4 hours. Blackpool North station is roughly 1 mile from the hotel. For station information, train times and routes please visit National Rail's website <http://nrekb.nationalrail.co.uk/stations/BPN.html>

For information on other modes of public transport, please visit Blackpool Transport's website at [www.blackpooltransport.com](http://www.blackpooltransport.com) or call them on 01253 473000.

### By Air

Manchester Airport  
Distance from hotel: 60 miles

#### Drive time from airport approx 1 hr.

Directions: M56 towards Chester, M6 North to junction 32, turn West onto M55. Continue to end of M55, leading to Waterloo Road, South Shore. Left at Waterloo Road, across traffic lights to Promenade. Turn right and proceed approx 2 miles.

#### Getting to and from the Airport

Subway/Rail, typical minimum charge is £15.00

Taxi, typical minimum charge is £35.00

#### Blackpool Airport

Distance from hotel: 4 1/2 mile.

Drive time: 15 min.

Directions:

Getting to and from the Airport

Taxi, typical minimum charge is £10.00

#### Our Contact Numbers

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