

PART A: Application for designation of West Ken Gibbs Green Community Homes as a Neighbourhood Forum

Requirements of the Neighbourhood Planning Regulations 2012 Part 3 Paragraph 8	
Where an organisation or body submits a neighbourhood forum application to the local planning authority it must include:	
a) The name of the proposed neighbourhood forum	West Ken Gibbs Green Community Homes
b) A copy of the written constitution of the proposed neighbourhood forum	See Appendix 1
c) The name of the neighbourhood area to which the application relates and a map which identifies the area	This application relates to the proposed West Kensington and Gibbs Green Neighbourhood Area (WKGGA). A map is provided at Appendix 2 and further details are provided in Part 2 of this document.
d) The contact details of at least one member of the proposed neighbourhood forum to be made public under regulations 9 and 10	Keith Drew, Chair, 6 Franklin Square, London W14 9UU C/o Zoe Savory, zoe.wkggch@gmail.com ; 07754 701636
e) A statement which explains how the proposed neighbourhood forum meets the conditions contained in section 61F(5) of the 1990 Act.	This is set out in sections a) to d) below.
A local planning authority may designate an organisation or body as a neighbourhood forum if the authority are satisfied that it meets the following conditions:	
a) It is established for the express purpose of promoting or improving the social, economic and environmental wellbeing of an area that consists of or includes the neighbourhood area concerned (whether or not it is also established for the express purpose of promoting the carrying on of trades, professions or other businesses in such an area).	The objectives in our Articles of Association (see Appendix 1) state: “WKGGA is established for the purpose of furthering the social, economic and environmental wellbeing of people living, or wanting to live, in the West Kensington and Gibbs Green estates area.”
b) Its membership is open to – (i) Individuals who live in the neighbourhood area concerned, (ii) Individuals who work there (whether for businesses carried on there or otherwise), and (iii) Individuals who are elected members of a county council, district council or London borough council any of whose area falls within	Membership of WKGGA is open to all people who live in the proposed West Kensington and Gibbs Green Neighbourhood Area. Membership is open to non-residents (including those who work in the area and elected members of Hammersmith and Fulham Council) if they can show: (a) They have an interest in the area and the wellbeing of the residents; and (b) they can contribute to the work of the organisation. Applicants must complete an application for approval by the Board.

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<p>the neighbourhood area concerned</p>	<p>Membership is free. Further detail is outlined in section 21 of the WKG GCH Articles of Association at Appendix 1.</p> <p>We hold regular public events and activities at which membership is promoted and encouraged. We hold an Annual General Meeting which is open to members of the public and which has been attended by elected members of Hammersmith and Fulham Council. Members are entitled to elect the Board on the basis of one member, one vote We are regular exhibitors at the North End Road market, where we publicise our activities to residents of the neighbourhood area and beyond.</p> <p>WKG GCH has a website: westkengibbsgreen.wordpress.com A Facebook page: www.facebook.com/westkengibbsgreen And a Twitter account: @WestKenGibbsGr</p> <p>These public platforms are used to inform local residents and stakeholders of our events and activities and encourage them to participate. In addition:</p> <ul style="list-style-type: none"> • We regularly update six notice boards across the proposed Neighbourhood Area with information of our events and activities, as well as putting up posters in the windows/notice boards of local businesses along the North End Road. • We have a mailing list of over three hundred residents and local supporters which we use to publicise events and activities. • We have a community organiser who keeps residents of the proposed Neighbourhood Area up to date by phone and face to face, and also retains contact with local businesses, elected members and those who work on both estates.
<p>c) Its membership includes a minimum of 21 individuals each of whom –</p> <p style="padding-left: 40px;">(i) Lives in the neighbourhood area concerned,</p> <p style="padding-left: 40px;">(ii) Works there (whether for a business carried on there or otherwise), or</p> <p style="padding-left: 40px;">(iii) Is an elected member of a county council, district council or London borough council any of whose area falls within the neighbourhood are concerned</p>	<p>We have 585 members who live within the proposed Neighbourhood Area and four members who do not. 65% of households on the West Kensington and Gibbs Green estates contain at least one resident who is a member of WKG GCH.</p> <p>Membership by category:</p> <p>Lives in the Neighbourhood Area – 585 Works in the Neighbourhood Area – 1 Elected Member of H&F Council – 0 Local or London-wide supporter – 4</p> <p>With the exception of a Council office, a school and two community halls, the Neighbourhood Area is residential. The current make-up of the members reflects the character of the area.</p>
<p>d) It has a written constitution.</p>	<p>As above, see Appendix 1.</p>
<p>Further Requirements as set out in the Locality Guidance</p>	

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<p>Membership drawn from different places in the area and different sections of the community.</p>	<p>Our members hail from all tenure brackets across both estates, including Secure Council Tenants, Leaseholders, Freeholders, Private Tenants and Temporary tenants. The list below indicates the number of members who reside at each address within the Neighbourhood Area, demonstrating a thorough geographical spread of membership.</p> <p>Gibbs Green – 68 Dieppe Close – 30 Fairburn and Churchward Houses – 124 Aisgill Avenue, Garsdale Terrace, Bellamy Close and Stanier Close – 80 Ivatt Place – 26 Franklin Square – 26 Marchbank Road – 47 Sharnbrook House – 34 Lickey and Desborough Houses – 98 North End Road Maisonettes – 43 Thaxton Road and Lerry Close – 9</p> <p>Reflecting the character of the neighbourhood area, our membership hails from a broad range of religious and ethnic backgrounds. According to the Hammersmith and Fulham 2014 Borough Profile, slightly under 60% of North End Ward residents are Black or of an Ethnic Minority and slightly over 40% are White British.</p> <p>Although we do not collect information about the religious and ethnic backgrounds of our members, we have a Board Diversity Policy which is designed to encourage as representative Board as possible. This is attached as Appendix 3. Currently there are fourteen elected residents of the proposed Neighbourhood Area on our Board, of whom 50% are White British and 50% are Black or of an Ethnic Minority. The following ethnicities/nationalities are present on our Board: Polish, Turkish, North African, Somali, African, French, White British, Mixed Ethnicity.</p>
<p>How our purpose reflects the character of the proposed Neighbourhood Area</p>	<p>The purpose of West Ken Gibbs Green Community Homes is to promote and improve the social, economic and environmental wellbeing of the West Kensington and Gibbs Green estates and their residents.</p> <p>Our area is characterised by being a well-connected, inner-urban neighbourhood that is home to a population with a wide range of social, economic, ethnic and religious backgrounds. Reflecting the character of the area, our mission is to:</p> <ul style="list-style-type: none"> • Improve and manage the existing homes and neighbourhood

	<ul style="list-style-type: none"> • Prevent the break-up and displacement of a long-established and well-functioning community • Build additional affordable housing and new community resources sensitively, taking account of residents’ needs and aspirations • Develop community facilities, provide improved services, and work with other local agencies to support individuals, build social ties, further improve community life, and cultivate the talents and spirit of young residents • Nurture a happy, secure and self-supporting neighbourhood supported by a democratically controlled landlord which acts for the welfare of the whole community.
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PART B: Application for the designation of West Kensington and Gibbs Green Neighbourhood Area (WKGGNA)

<p>Requirements of the Neighbourhood Planning (General) Regulations 2012. Part 2 Paragraph 5</p> <p>Where a relevant body submits an area application to the local planning authority it must include:</p>	
<p>a) A map which identifies the area to which the area application relates;</p>	<p>Please refer to Appendix 2 to see a map of the proposed neighbourhood area.</p>
<p>b) A statement explaining why this area is considered appropriate to be designated as a neighbourhood area</p>	<p>The proposed neighbourhood area is the footprint of the West Kensington and Gibbs Green estates. The West Kensington and Gibbs Green estates are contiguous, sharing a permeable boundary along Mund Street. Together, they are surrounded by the following distinct physical boundaries:</p> <ul style="list-style-type: none"> • To the North, a former factory building currently used by the Fulham Boys School • To the East, a Transport for London depot, the former Earl’s Court exhibition centres and the Empress State Building. • To the South, Lillie Road • To the West, North End Road and Beaumont Crescent. <p>There is currently no public access to the Neighbourhood Area through either the northern or eastern boundaries. The boundaries to the South and West of the Neighbourhood Area are welcoming and permeable yet clear and distinct. Entrances to the Neighbourhood Area from Lillie Road, North End Road and Beaumont Crescent, for instance, are signified with a map of the Neighbourhood Area.</p>

	<p>Aside from their physical unity, the West Kensington and Gibbs Green estates share a joint history and a strong sense of community. With the exception of 58 housing association properties spread across both estates which were completed more recently as infill, Gibbs Green was completed in 1961 and West Kensington in 1974.</p> <p>There are close family and social ties between households across the neighbourhood, which link the two estates. Both estates fall within the North End Ward. Aside from a local authority office, a school, two community centres and some well-used green spaces and play areas and a number of garages, the area is residential. Both estates fall within the North End Ward.</p> <p>Residents of both estates participated together in the same New Deal for Communities initiatives under the previous Labour government. Since 2008, the West Kensington estate Tenants and Residents Association (TRA) and the Gibbs Green & Dieppe Close TRA have worked closely together on initiatives to keep residents informed and improve social, economic and environmental wellbeing on both estates.</p> <p>West Ken Gibbs Green Community Homes (WKGCH) was incorporated in 2011 through the mutual efforts of both TRAs and with the purpose of improving the social, economic and environmental wellbeing on both estates. The WKGCH Board and TRA representatives meet every eight weeks to share news and plan together.</p> <p>Every year, WKGCH and the TRAs hold their Annual General Meetings together on the same night in the Gibbs Green Hall. Public meetings and events organised by WKGCH and the TRAs take place at least every quarter and are typically attended by between 40 and 200 residents and local people.</p> <p>Both TRAs and WKGCH work with and support the West Kensington and Gibbs Green Community Champions initiative, as well as the youth worker at St Andrew's Church, both of which have reached a wide cross section of the community on both estates through clubs and activities for all ages.</p> <p>Since founding, WKGCH has actively pursued the transfer of both estates into a community run housing association for the benefit of the community. The purpose of this is to give residents on both estates a greater say in their future. Most recently, WKGCH and over one hundred residents from both estates have worked with architects to produce plans to build up to 250 additional homes across both estates, among other proposals for social and environmental improvements. 65% of households across both estates gave written feedback on this proposal, with 90% saying they found it to be 'Good' or</p>
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	<p>'Excellent'. A full analysis can be found online here: https://westkengibbsgreen.wordpress.com/the-peoples-plan/</p> <p>Since 2013, both estates have been subject to a Conditional Land Sale Agreement between Hammersmith and Fulham Council and a developer, as well as outline planning permission for their demolition. A majority of households from both estates have consistently opposed this. With the properties in Empress Place now owned by the developer, the area is the only part of the Mayor's Earl's Court Opportunity Area which is home to an existing residential community.</p>
<p>c) A statement that the organisation or body making the area application is a relevant body for the purposes of section 61G of the 1990 Act.</p> <p>As per Section 61G of the 1990 Act, a "relevant body" means either a parish council or "an organisation which is, or is capable of being, designated as a neighbourhood forum (on the assumption that, for this purpose, the specified area is designated as a neighbourhood area)."</p>	<p>West Ken Gibbs Green Community Homes Ltd (WKG GCH) is a not-for-profit membership organisation with 585 members, well over the minimum of 21 required. Membership is free to anyone who lives or works in the Neighbourhood Area, or is an elected member of Hammersmith & Fulham Council. As set out in our Articles of Association (Appendix 1), "WKG GCH is established for the purpose of furthering the social, economic and environmental wellbeing of people living, or wanting to live, in the West Kensington and Gibbs Green estates area."</p> <p>For more detail, please refer to Part A of this application.</p>

Part C: Consultation and publication to date of the proposals contained in Parts A and B

At a meeting of 47 resident Members, 20 resident non-Members, 4 non-resident Members and 4 non-residents on Tuesday 4th October 2017, Members unanimously approved the following resolution:

"It is for us, the residents to decide the future of our neighbourhood. To help us achieve our ambitions for improvements and new homes, WKG GCH should apply to become a Neighbourhood Forum and to designate our estates as a Neighbourhood Forum."

This news, along with information on how to become a member, was included in the November 2017 West Kensington and Gibbs Green Newsletter which reaches all 760 households on the estates.

The following promotional activities were undertaken in advance of this meeting:

- Two notifications to all 760 households on the estates
- Two letters to 580 Members of West Ken Gibbs Green Community Homes (WKG GCH)
- Two emails to 324 mailing list subscribers within the Neighbourhood Area

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- SMS notifications and phone calls to 417 people who work and live in the Neighbourhood Area
- Presence with a stall and a 3D model of the Neighbourhood Area at the North End Road Spring and Autumn Markets in April and September 2017, with Board Members and volunteers on hand to answer questions and sign up new members
- Our Summer Picnic on Saturday 1st July included a 3D model of the Neighbourhood Area, with Board Members and volunteers on hand to answer questions and sign up new members
- 600 hours spent on a door survey about the proposals contained in the People's Plan (which are solely concerned with the Neighbourhood Area) between July 2016 and June 2017, which returned 502 written feedback forms from 65% of households.

Appendix 1

The Companies Act 2006

ARTICLES OF ASSOCIATION

OF

West Ken Gibbs Green Community Homes Limited

Incorporated 8 March 2011

Company Number: 07556140

These revised Articles adopted by Members on 3 October 2017

West Ken Gibbs Green Community Homes Limited

ARTICLES OF ASSOCIATION

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

DEFINED TERMS

1. (1) In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and
“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

(2) WKGGCH covers the area of West Kensington and Gibbs Green Estates, London W14 in the London Borough of Hammersmith and Fulham, bounded by North End
Company No: 07556140 Registered Office: 105 Gibbs Green, London W14 9NE

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Road and Beaumont Crescent in the West, Beaumont Avenue in the North, the Lillie Bridge rail depot and Empress State Building in the East, Lillie Road and Thaxton Road in the South.

(3) West Kensington and Gibbs Green Estates include the homes, sheds, community halls, schools, associated buildings and open spaces on the following streets:

- (a) Gibbs Green including hall
- (b) Dieppe Close
- (c) Mund Street
- (d) 231 – 245 North End Road including Lickey and Desborough Houses
- (e) Ivatt Place including Churchward and Fairburn Houses
- (f) Aisgill Avenue including Garsdale Terrace
- (g) Stanier Close
- (h) Bellamy Close
- (i) Franklin Square
- (j) Marchbank Road including Sharnbrook House
- (k) 1 – 15 Thaxton Road
- (l) Lerry Close, and
- (m) Lillie Road – nursery and hall

(4) WKGCH is established for the purpose of furthering the social, economic and environmental wellbeing of people living, or wanting to live, in the West Kensington and Gibbs Green estates area.

LIABILITY OF MEMBERS

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

**PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES**

DIRECTORS' GENERAL AUTHORITY

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

MEMBERS' RESERVE POWER

4. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

DIRECTORS MAY DELEGATE

5. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

COMMITTEES

6. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

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(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

DIRECTORS TO TAKE DECISIONS COLLECTIVELY

7. (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

(a) the company only has one director, and

(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

UNANIMOUS DECISIONS

8. (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

CALLING A DIRECTORS' MEETING

9. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

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(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

PARTICIPATION IN DIRECTORS' MEETINGS

10. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

QUORUM FOR DIRECTORS' MEETINGS

11. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

CHAIRING OF DIRECTORS' MEETINGS

12. (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

CASTING VOTE

13. (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

CONFLICTS OF INTEREST

14. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is Interested, that director is not to be counted as participating in the decision making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
 - (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

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(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

RECORDS OF DECISIONS TO BE KEPT

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

DIRECTORS' DISCRETION TO MAKE FURTHER RULES

16. Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

METHODS OF APPOINTING DIRECTORS AND ELECTION PROCESS

17. (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution, or

(b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

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- (3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- (4) The Board will consist of up to 14 elected Directors of the Board, with the opportunity to co-opt up to 6 more. At least 66% of the elected Board will be residents of the area defined in paragraph 1(2) and 1(3) in Section 1 above.
- (5) At all times the number of Board members who are secure tenants shall be more than 50% of the total number of Board members, i.e. at least 3 out of 5 Board members must be secure tenants. If it arises that 50% or less are secure tenants, the Board shall decide by majority which of such members shall forthwith cease to be members of the Board.
- (6) At each AGM one third of the Board Directors will stand down, chosen by lot at the second and third AGM, and after that Directors are elected to the Board for 3 years. After that time they are able to stand for re-election.
- (7) Any candidates for election to the Board would have to submit an application to the Company office 21 days before the AGM with an election address, and the name and signature of another member nominating them.
- (8) The notice for the AGM delivered to all members 14 days before the AGM will include the name and election address for all candidates.
- (9) If there are more candidates than places on the Board, there will be an election at the AGM. There will be a secret ballot for the election whenever there are more candidates than places on the Board.
- (10) A ballot paper that sets out the names of the candidates, and how many votes each member has, can be used at the Annual General Meeting.

TERMINATION OF DIRECTOR'S APPOINTMENT

18. A person ceases to be a director as soon as—
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

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(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

(g) the person stands down under Article 17(5).

DIRECTORS' EXPENSES

19. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

MAKE UP OF MEMBERSHIP

20. (1) All Members shall be classified as Tenant Members or Resident Members.

(2) A Tenant Member is a secure tenant or leaseholder where the landlord is the London Borough of Hammersmith and Fulham.

(3) A Resident Member is any other person who is not a Tenant Member and who is admitted as a Member.

(4) The majority of Members shall always be secure tenants of the London Borough of Hammersmith and Fulham. The directors shall not admit a person as a member if the effect of that admission would be to stop secure tenants being a majority of the Members. The directors may adopt such policy from time to time as seems fit to them in relation to the admission of a person to membership or removal of that person from membership to secure that a majority of Members are secure tenants. In the absence of such policy in circumstances where secure tenants might not be the majority of Members such number of Resident Members most recently admitted as is required to create such a majority of the secure tenants shall cease to be a Member Provided always that a Resident Member shall not cease to be a Member if such cessation would leave a home within the West Kensington and Gibbs Green Estates without a Member. If more Resident Members are equally eligible to cease to be Members

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under the provisions of this Article than are required to cease to be Members the Resident Members to cease to be a Member shall be chosen by lot.

(5) The organisation must have at least 10 members living in different dwellings on the West Kensington and Gibbs Green Estates.

APPLICATIONS FOR MEMBERSHIP

21. (1) No person shall become a member of the company unless—

(a) that person has completed an application for membership in a form approved by the directors, and

(b) the directors have approved the application.

(c) the form of membership application is set out in Appendix A of these Articles. Applications for membership must be made on the application form.

(2) Anyone who lives on West Kensington and Gibbs Green Estates will be accepted as a member unless:

(a) they have been expelled or are suspended as members

(b) they are under the age of 18 years

(c) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

(d) they are an employee of the organisation.

(3) Anyone who is not a resident of West Kensington and Gibbs Green Estates can become a member if they can show:

(a) they have an interest in the area and the wellbeing of the residents; and

(b) they can contribute to the work of the organisation.

(4) Decisions to admit non-resident members will be taken by the Board of the organisation.

(5) Future applications for membership will be decided according to the membership policy that is approved concurrently by the Directors.

TERMINATION OF MEMBERSHIP

22. (1) A member shall cease to be a Member if:

(a) he or she dies; or

(b) he or she is expelled; or

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(c) he or she withdraws from the Association by giving one month's notice to the Secretary; or

(d) he or she moves away from West Kensington and Gibbs Green Estates.

(2) Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS

ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

23. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

QUORUM FOR GENERAL MEETINGS

24. (1) The quorum for a General Meeting will be 20 members or one tenth of the membership, whichever is the smaller.

(2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

CHAIRING GENERAL MEETINGS

25. (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

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(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

26. (1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

ADJOURNMENT

27. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that

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is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

VOTING: GENERAL

28. (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

(2) One member is entitled to one vote.

ERRORS AND DISPUTES

29. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

POLL VOTES

30. (1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

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- (3) A demand for a poll may be withdrawn if—
 - (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

CONTENT OF PROXY NOTICES

- 31. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

- 32. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

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(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

AMENDMENTS TO RESOLUTIONS

33. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4 ADMINISTRATIVE ARRANGEMENTS

MEANS OF COMMUNICATION TO BE USED

34. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

COMPANY SEALS

35. (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
- (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

36. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

37. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

PROFITS NOT TO BE DISTRIBUTED

38. The income and property of the Company shall be applied solely towards the promotion of the Company's objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:

- (a) of the usual professional charges for business done by any Director or member of the Company who is a solicitor, accountant or other person

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engaged in a profession when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion;

(b) of reasonable remuneration to any person holding office as an event or fund raising organiser or manager for work undertaken whilst holding that office, notwithstanding that he/she is a Director or member of the Company: Provided that any Director withdraws from any meeting whilst his/her remuneration is being discussed;

(c) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;

(d) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;

(e) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;

(f) of reasonable and proper rent for premises demised or let by any member of the Company or a Director;

(g) to any Director of reasonable out-of-pocket expenses. Provided that no payment to a member or Director shall be effective unless passed at a quorate meeting of the Directors.

DISSOLUTION

39. If, upon the winding-up of the Company for any reason, there remains after the satisfaction of all the Company's debts and liabilities, surplus assets, those assets will be transferred to another body corporate with similar objectives to this Company.

DIRECTORS' INDEMNITY AND INSURANCE

INDEMNITY

40. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

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(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the company or an associated company.

INSURANCE

41. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

WEST KEN GIBBS GREEN COMMUNITY HOMES LIMITED

Registered with Companies House. Company No: 07556140

Registered Office: 105 Gibbs Green, London W14 9NE

West Ken Gibbs Green Community Homes Limited (WKGCH) is dedicated to improving the neighbourhood and to saving the estates by transferring them into community ownership under resident control.

Membership is open to residents, aged 18 or over, living on the West Kensington & Gibbs Green estates, London W14.

MEMBERSHIP APPLICATION

(PLEASE USE CAPITAL LETTERS)

I apply to be a member of WKGCH. In the event that the company can't meet its debts, I understand that my liability is limited to a maximum of £1.

Name

Address

Email

Phone

Tenure

SIGNED..... **DATE**

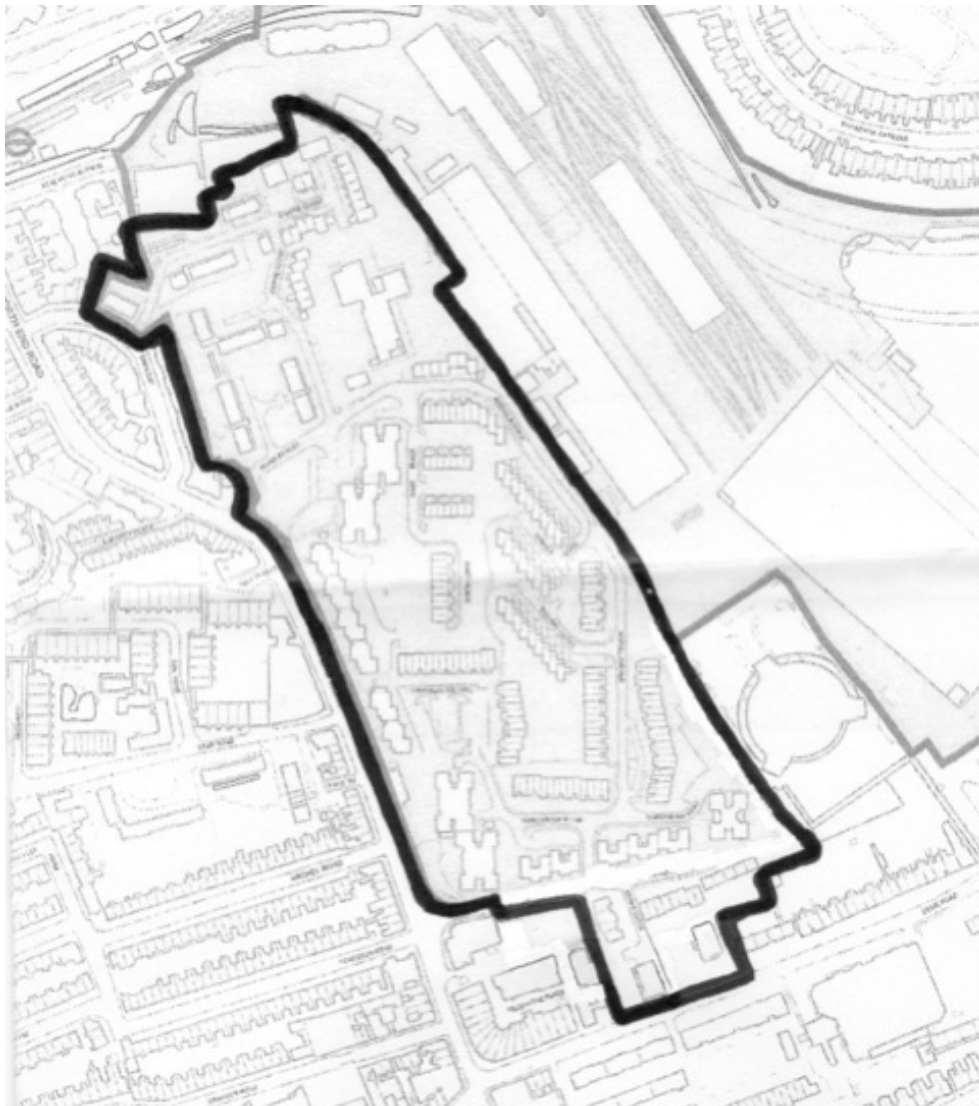
FOR OFFICE USE ONLY

Approval Date

Membership No:

MAP OF WEST KENSINGTON & GIBBS GREEN ESTATES

Boundaries



Appendix 2 – Proposed Boundaries of the Neighbourhood Area

