

Heathfields Residents Association Information Leaflet

Memorandum and Articles of Association

Purpose

This policy provides information on the 'constitution' of the Association, that is, our **Memorandum and Articles of Association**. It also provides some historical background to these important documents and the adoption of newer Articles in 2023.

Overview

The HRA Memorandum and Articles of Association contain a comprehensive list of objects for which the company was established (albeit in legal jargon). They are the legal documents that underpin and set out the Association's activities. Essentially, they are the 'legal rules' that define how the company must be run as agreed by the shareholders – in other words, our constitution. They were first incorporated in June 1983 when the Association was formed.

HRA is registered with Companies House as a Private limited company (number 01731043). A condition of the Memorandum is that there must be a Board of Directors to manage the estate. An extract from the Memorandum states the purpose of the Association is to:

"To acquire, manage administer and deal in land and other property of any tenure for the use and benefit of the persons (the owners) who are the freehold owners for the time being on the estate containing the former Air-mens' married quarters at Duxford. To maintain, upkeep and manage such land and property for the benefit of the owners including erection, provision, maintenance and management of garages, garage areas, car parks, footpaths, walls, fences roads, areas open spaces, amenity land and all such other services, amenities and things as the company thinks fit and to make regulations concerning such matters including access to the Company's land."

New Articles of Association

In 2022 the Board of Directors consulted with Lanyon Bowdler LLP solicitors, who specialise in company law, to adopt new Articles. The rational for this was that the original Articles dating from 1983 (with a slight amendment in 1992) were considered obsolete, especially the references to laws which have been superseded during the last 40 years. Replacing and adopting the new Articles ensured the Association was current and that they more accurately guided the management and operational activity of the Association.

There was a lengthy and thorough consultation period between Lanyon Bowler and HRA to ensure the Articles were appropriate, accurate and legally compliant and these were adopted via a Special Resolution passed by shareholders at a General Meeting in June 2024.

The new Articles were considered much more appropriate to the needs of the Association and were based on the standard default Model Articles that were recommended by the Government for use by private companies, such as HRA. They were also prescribed by the Companies Act 2006.