

Draft NFA Revised Constitution FOR CONSULTATION

1. The NFA

- 1.1 The National Federation of ALMOs (NFA) is the representative trade body for Arms Length Management Organisations (ALMOs). It is administered by HQN Ltd which owns and operates the Housing Quality Network.
- 1.2 The NFA's primary objective is to promote the ALMO option and assist existing and prospective ALMOs to operate effectively.
- 1.3 The NFA aims to secure a long term financial future for ALMOs, persuade central government to take account of the interests of ALMOs and establish a vibrant and innovative independent ALMO sector that will provide decent homes, raise standards across the public rented housing sector, achieve excellence in service provision, promote tenant empowerment and help to deliver broader national and local policy priorities.
- 1.4 The NFA is a not-for-profit operation. If income received from subscriptions, less all costs (including administration costs) reasonably incurred by HQN Ltd, result in a surplus this will belong to the NFA and will be invested in providing further services to its members.
- 1.5 HQN Ltd indemnifies the NFA against any loss. A statement of costs and income of the NFA will be prepared annually by an independent firm of Chartered Accountants.
- 1.6 The suite of services to be provided in return for subscription income will be agreed between the NFA Board and HQN Ltd. HQN Ltd may provide additional services to individual ALMOs under normal commercial terms.
- 1.7 The NFA Board may review the performance of HQN Ltd as the administrators of the NFA on an annual basis.
- 1.8 Termination of the arrangement between the NFA and HQN Ltd is subject to three months notice on either side.

2. Membership of the NFA

- 2.1 Full membership of the NFA is open to



- ALMOs and aspirant ALMOs
 - Local authorities establishing ALMOs
 - Local authorities interested in exploring the ALMO option.
- 2.2 Once the S27 management agreement is approved the membership of the NFA will automatically pass from the council to the ALMO with all the attendant voting and other rights.
- 2.3 Full membership entitles members to:
- Password protected access to a dedicated website
 - Electronic briefings
 - Access to regional meetings in London, the North and the Midlands
 - Priority bookings and discounted delegate places at the NFA annual conference and other events run by NFA
 - Nomination and voting rights to appoint the Board and steering group. NFA members may nominate and vote for themselves.
- 2.4 In local authority areas with multiple ALMOs each separately constituted ALMO must pay a membership fee in order to obtain the benefits of full membership.
- 2.5 Non voting associate membership involving access to the website only is available to organisations with which the NFA has mutual arrangements, such as the ODPM, Housing Inspectorate and client local authorities. (The provisions in paragraphs 6 and 7 do not apply to such associate members.)

3. The Board

- 3.1 The work of the NFA will be overseen by a Board that will agree and, where necessary, recommend revisions to the NFA Constitution for consideration at the AGM. The Board will meet twice a year.
- 3.2 The Board will consult with, and consider proposals from, its members and consider the scope of the NFA services.
- 3.3 The Board shall elect a Chair who will have delegated authority between meetings of the Board. A Deputy Chair will also be elected with delegated authority to cover in the Chair's absence.
- 3.4 The Board will be appointed at the NFA AGM, following a postal vote, and each full member of the Federation is entitled to one vote.
- 3.5 The Board will consist of eight ALMOs that are members of the NFA and appointment to the Board is by ALMO not by individuals. It is for each elected ALMO to decide whether to delegate a board member or an officer to attend meetings or whether it wishes to use the buddy

system and delegate both. The expectation is that the Chair and/or Chief Executive would normally be designated but substitutes can be sent.

- 3.6 In the event of any Board decision requiring a vote each elected ALMO would have one vote only, regardless of whether it sent one or two representatives.
- 3.7 The composition of the Board must reasonably reflect the broad geographical membership of the NFA and must include representation from London, the North, the Midlands and from one other region. The proportion of places held within each region shall be reviewed by the Board on an annual basis and up to two non voting co-optees may be appointed, until such time as the deficit has been remedied through the election process, to ensure adequate regional representation.
- 3.8 The first four places on the Board will be allocated to those with the most votes in each of the following regional divisions: London, Midlands, North and Other. The remaining four places will then be allocated to those with the most votes numerically, regardless of region. In the event of a tie there will be a further ballot for the tied places only. Should this still not produce a result the NFA Chair will determine which ALMO will fill the vacant place(s).
- 3.9 The Board membership will rotate along the lines of a standard NFA Board while maintaining a regional balance. After the second year of operation two elected ALMOs will stand down in each year until all ALMOs have retired in rotation.
- 3.10 Those ALMOs elected with the least votes will be the first to stand down. From April 2006 annual elections will be held to replace any vacancies. ALMOs that have stood down may stand again for re-election.
- 3.11 If an ALMO leaves the NFA it will no longer be a member of the Board and the vacancy will be filled at the next annual election.

4. Officer level steering group

- 4.1 The Board will be supported by an officer level steering group that will meet no less than three times a year.
- 4.2 The steering group will comprise no less than seven and no more than ten senior officers from ALMOs that are members of the NFA. Steering group members will serve for three years.



- 4.3 A steering group of seven officers will be elected at an AGM once every three years, following a postal vote, and each full member of the Federation is entitled to one vote.
- 4.4 The steering group will be appointed for a period of three years. Election will be on the basis of the total number of votes received, without a regional weighting, but the steering group shall co-opt additional members onto the group to ensure regional balance in accordance with clause 4.5.
- 4.5 The steering group must include representatives from London, the Midlands and the North and at least one representative from outside those regions.
- 4.6 Steering group members must be ALMO (or prospective ALMO) officers rather than local authority client side officers.
- 4.7 The regional representation on the steering group must be reviewed by the group annually to ensure it broadly reflects the overall membership and the group shall appoint co-optees as necessary to ensure adequate regional representation.
- 4.8 The steering group shall appoint co-optees as required to fill any casual vacancies arising between elections.
- 4.9 If a steering group member ceases to work for an ALMO or if the ALMO the member works for leaves the NFA the individual will no longer be a member of the steering group and the vacancy will be filled as above.

5. Regional groups

- 5.1 The NFA will service regional meetings in London and the Midlands. These regional groups will be held no less than three times a year and will be open to all NFA members.
- 5.2 Regional meetings in the North will be serviced by the Northern Housing Consortium.
- 5.3 Regional meetings will be hosted by volunteer ALMOs in rotation.
- 5.4 The Board will consider whether and how to resource other groups as and when sufficient ALMOs are established in other regions.

6. General Meetings

- 6.1 The NFA AGM will be held each calendar year.



- 6.2 All general meetings (other than the AGM) shall be called special general meetings.
- 6.3 The Board may call a special general meeting at any time. However the Board must call a special general meeting if requested to do so in writing by at least one-tenth of the members. The request must state the nature of the business that is to be discussed. If the Board fails to hold the meeting within 28 days of the request then the members may call a special general meeting in accordance with this paragraph 6.
- 6.4 The minimum period of notice required to hold any general meeting is 14 clear days or by shorter notice if agreed by all members.
- 6.5 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM then the notice must say so.
- 6.6 The notice must be given to all the members and to the Board Members. The notice must be in writing or given using electronic communication. However if a notice is not received or is accidentally not sent to any person then this failure shall not invalidate the proceedings at that meeting.
- 6.7 Each member may nominate any person to act as its representative at any general meeting.
- 6.8 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum is one-tenth of the members.
- 6.9 If a quorum is not present within half an hour from the time appointed for the meeting then the meeting shall be adjourned to such later date, time and place as the members present decide. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then the members present shall constitute a quorum.
- 6.10 General meetings shall be chaired by the chair of the Board or, in the chair's absence, another Board Member nominated by the Board Members. If there is no Board Member present and willing to chair the meeting within fifteen minutes from the time appointed for the meeting then the members present must choose one their number to chair the meeting.
- 6.11 Each member shall have one vote. In the case of an equality of votes the chair shall be entitled to a casting vote in addition to any other vote the chair may have.



- 6.12 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by one or more members.
- 6.13 The members present at a general meeting may resolve that the meeting shall be adjourned to a later date, time and place. If such adjournment is more than seven days then at least seven days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

7. Amendments

- 7.1 Any amendment of this Constitution must be approved by a 75% resolution of the members present at a general meeting.

NFA
January 2006