

**SPECIAL GENERAL MEETING OF MILNBANK HOUSING  
ASSOCIATION LIMITED TO BE HELD ON THURSDAY, 21 SEPTEMBER  
2023 AT 7pm IN Wood Street Hall, 15 Wood Street, Glasgow**

**AGENDA**

1. Welcome and Introduction
2. Apologies for Absence
3. Comments on proposed partial amendment to the Rules
4. To consider and if thought fit approve the following Special Resolution:

That the Association adopts the following partial Rule amendment, subject to any non-material amendments that might be required by the Financial Conduct Authority.

**1) Delete existing Rule 37.1 and replace with (changes marked):**

37.1 The Association shall have a Committee of Management which shall have a minimum of 7 and a maximum (including co-optees) of 15 persons of whom

37.1.1 up to fourteen Committee Members may be elected in terms of Rule 40.1 ("Elected Committee Members"); a majority of the Committee of Management must at all times be Elected Committee Members;

37.1.2 up to one person, who need not be a Member, who shall be appointed for a specified term of office as a Committee Member by the Committee subject to that person being willing and eligible to be so appointed ("Appointed Committee Member"). Appointed Committee Members shall not retire in accordance with Rule 39.1 but shall continue in office (subject to Rules 43 and 44) until the specified term of office expires or such appointment is revoked by resolution of the Committee. The Appointed Committee Member can be appointed by the Committee at any time and shall not be a co-optee for the purposes of these Rules. Committee Member may be a local Councillor proposed by Glasgow City Council and, if they meet all the eligibility criteria for a Committee Member in these Rules and the Association's policies, co-opted by the Committee of Management in terms of Rule 42.1.

**2) Delete existing Rule 37.4 and replace with (changes marked):**

37.4 An employee of the Association may not be a Committee Member. A Close Relative of an employee may only be a Committee Member where the Committee has satisfied itself that it is in the best interests of the Association and permitted by ~~the Association's policies and~~ any statutory or regulatory provisions relating to the appointment of someone related to an employee and the Association's policies, which policies must include provisions that:

37.4.1 A Close Relative of an employee who is in a position of seniority within the Association's employee structure cannot be a Committee Member; and

37.4.2 No more than 20% of the total number of Committee Members should be related to employees; as confirmed immediately following each annual general meeting.

**3) Delete existing Rule 37.4 and replace with (changes marked):**

37.6 The Committee shall assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by the Committee Members by way of annual performance reviews. The Committee must be assured that any Elected Committee Member seeking re-election to the Committee, or Appointed Committee Member seeking to continue as a Committee Member, who has continuous service on the Committee of 9 years or more ~~and who is seeking re-election~~ is able to demonstrate his/her continued effectiveness as a Committee Member before he/she may stand for re-election or continue as an Appointed Committee Member.

**4) Delete existing Rules 39.1 and 39.2 and replace with (changes marked):**

39.1 At the end of every annual general meeting, one-third of the Elected Committee Members or the nearest whole number thereto, must retire. Anybody appointed as a co-optee under Rule 42.1 or to fill a casual vacancy under Rule 41 and who retires for that reason, shall not count towards the one third provision. The retiring Elected Committee Members should be selected in accordance with Rule 39.2.

39.2 In the absence of Committee Members standing down voluntarily, the retiring Elected Committee Members should be those who have served the longest on the Committee since the date of their last election. If two or more Elected Committee Members have served equally long and cannot agree who should retire, they must draw lots.

**5) Delete existing Rule 39.4 and replace with (changes marked):**

39.4 If a an Elected Committee Member retires from the Committee in terms of Rule 39 on the date of the next annual general meeting, that Committee Member can stand for re-election without being nominated.

**6) Delete existing Rule 40.1 and replace with (changes marked):**

40.1 If, at the annual general meeting the number of Members standing for election is less than or equal to the number of vacant places for Elected Committee Members, the Chairperson will declare them elected without a vote. If there are more Members standing for election than there are vacant places for Elected Committee Members, those present at the general meeting or those exercising a postal vote in accordance with Rule 27.6 will elect Members onto the Committee, in accordance with Rule 29.2. Each Member present or who has appointed a representative will have one vote for each place to be filled on the Committee. A Member must not give more than one vote to any one candidate.

**7) In Rule 40.2 delete the final sentence and replace with (changes marked):**

Nomination forms can be obtained from the Association and must be completed fully and returned by hand or by post to the Association's registered office at least 7-21 days before the general meeting.

**8) Delete existing Rule 41 and replace with (changes marked):**

41 If an ~~elected~~-Elected Committee Member leaves the Committee between the annual general meetings, this creates a casual vacancy and the Committee can appoint a Member to take their place on the Committee until the next annual general meeting.

**9) Delete existing Rule 42.1 and replace with (changes marked):**

42.1 The Committee can co-opt to the Committee or to a sub-committee anyone it considers is suitable to become a Committee Member in the Elected Committee Member category or member of a sub-committee. Co-optees do not need to be Members, but they can only serve as co-optees on the Committee or sub-committee until the next annual general meeting or until removed by the Committee. A person co-opted to the Committee can also serve on any sub-committees.

**10) Delete existing Rule 42.3 and replace with (changes marked):**

42.3 Committee Members co-opted in this way must not make up more than one-third of the total number of the Elected Committee Members or total number of sub-committee members at any one time. The presence of co-optees at Committee Meetings will not be counted when establishing whether the minimum number of Committee Members are present to allow the meeting to take place as required by Rule 48 and the presence of co-optees will not count towards the quorum for sub-committee meetings.

**11) Delete existing Rule 44.2 and replace with (changes marked):**

44 A Committee Member will cease to be a Committee Member if:

...

44.2 he/she ceases to be a Member unless he/she is an Appointed Committee Member in terms of Rule 37.1.2, a co-optee in terms of Rule 42.1 or an appointee of The Scottish Housing Regulator;  
or

**12) Add "or" at the end of Rule 44.8 and Add new Rule 44.9 as follows:**

44.8 he/she is a Committee Member retiring in accordance with Rule 39.1-; or

44.9 he/she is an Appointed Committee Member whose specified term of office has expired, or whose appointment has been revoked by resolution of the Committee or who has continuous service on the Committee of nine years or more and the Committee is not satisfied of the individual's continued effectiveness as a Committee Member and in these circumstances the Committee has resolved that he/she shall cease to be a Committee Member.

**13) Delete existing Rule 48 and replace with (changes marked):**

48 It is up to the Committee to decide when and where to hold its ordinary meetings, but it must meet at least six times a year. There must be at least four Committee Members present for the meeting to take place, with a majority of the Committee Members present being Elected Committee Members, for the meeting to take place.

**14) Delete existing Rule 59.1 and replace with (changes marked):**

59.1 The Association must have a Secretary, a Chairperson and any other Office Bearers the Committee considers necessary. The Office Bearers, except for the Secretary, must be ~~elected~~ Elected Committee Members or Committee Members appointed to fill casual vacancies in accordance with Rule 41 but cannot be co-optees. An employee may hold the office of Secretary although not be a Committee Member. The Committee will appoint these Office Bearers. If the Secretary cannot carry out his/her duties, the Committee, or in an emergency the Chairperson, can ask another Office Bearer or employee to carry out the Secretary's duties until the Secretary returns.

**SUMMARY OF PROPOSED RULE CHANGES FOR SPECIAL GENERAL MEETING ON 21 SEPTEMBER 2023:**

<p>THE COMMITTEE OF MANAGEMENT (Amendment no.1)</p>	<p><u>Rule 37.1</u> sets out how the Committee of Management is composed. At present, <u>Rule 37.1.2</u> provides for the Council to propose a Councillor, who may then be co-opted onto the Committee if they meet the Association’s eligibility criteria.</p> <p>Changes provide that, instead of appointing a Councillor, <u>Rule 37.1.2</u> allows the Committee to appoint one “<b>Appointed Committee Member</b>”. This is an option provided for in the Model Rules and is proposed as a modernisation of the Committee structure.</p> <p>The term “<b>Elected Committee Member</b>” is added to <u>Rule 37.1.1</u>, to distinguish between 2 types of Committee member. The number of Elected Committee Members is unchanged by these amendments.</p>
<p>ELECTED AND APPOINTED COMMITTEE MEMBERS (Amendments nos. 3, 4, 5, 6, 8, 9, 10, 11, 12, 13 and 14)</p>	<p>The changes at <u>Rule 37.1</u> lead to various other minor changes to Rules 37.6, 39.1-39.2, 39.4, 40.1, 41, 42.1, 42.3, 44.2, 44.9, 48 and 59.1.</p> <p>Among other things, the amendments confirm that Elected Committee Members will always be in the majority. As the Association is only proposing to have one Appointed Committee Member, this is clearly the case.</p> <p>The one Appointed Committee Member is a full Committee Member, not a co-optee, but does not have to be a member of the Association. However, they cannot be appointed as an Office Bearer.</p>
<p>THE COMMITTEE OF MANAGEMENT – ELIGIBILITY (Amendment no.2)</p>	<p><u>Rule 37.4</u> is amended. As before, no employee of the Association can be a Committee Member. As introduced at the last Rule change put to the members in 2021, a Close Relative (defined in <u>Rule 89.4</u>) of an employee may be permitted to be a Committee Member, but only if any such person meets all the Association’s requirements and all regulatory criteria.</p> <p>Key elements of the Association’s policy requirements in this regard are now set out in <u>Rule 37.4</u> – that is:</p> <ul style="list-style-type: none"> <li>• A Close Relative of an employee who is in a position of seniority within the Association’s employee structure cannot be a Committee Member.</li> <li>• No more than 20% of the total number of Committee Members should be related to employees; as confirmed immediately following each annual general meeting.</li> </ul>
<p>ELECTING COMMITTEE MEMBERS (Amendment no.7)</p>	<p><u>Rules 40.2</u> is amended, to confirm the timeframe for return of nomination forms. Nomination forms are now issued to members at least 28 days before an annual general meeting (AGM), so that there is time to prepare postal ballots, if necessary, for Elected Committee Members. Members have 7 days within which to return these forms, so the forms must be returned at least 21 days before the AGM. The amendment clarifies this timeframe.</p>

