

TO:	Management Committee
PREPARED BY:	Linda Sichi (Deputy CEO)
SUBJECT:	REVIEW OF CODE OF GOVERNANCE
DATE OF MEETING:	06 February 2024
APPROVED BY:	Paul Martin (CEO)

CODE OF GOVERNANCE

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Milnbank Housing Association (MHA) is an organisation registered under the Co-operative & Community Benefit societies Act 2014 and the Housing (Scotland) Act 2010. The Members of the Association, at a Special General Meeting held in September 2023, adopted the recommendation to adopt the new Model Rules (SFHA Charitable Model Rules (Scotland) 2020 (attached at [Appendix B](#)). The Model Rules form the basis for the various Code of Governance, which outline how the Association will comply, in practice, with its Regulatory obligations. These will be considered and reviewed by the Management Committee annually. The following Sections of this document detail the Code of Governance that are listed below:

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Code of Governance
Part 1
THE MANAGEMENT COMMITTEE

a) Membership of the Management Committee

The MC operates with a minimum of 7 and a maximum of (including co-optees) 15 Members. Up to 14 Committee Members may be elected from the members and up to 1 Appointed Committee Member if they meet the eligibility criteria for a committee member in these rules and MHA's policies. A register of MC Members shall be retained and the names of the Committee Members with the date when they first became a member, will be published by the Association.

All Committee Members are required to agree to abide by the Association's Code of Conduct. Failure to sign the Code of Conduct will result in the Committee Member being removed from the MC.

MC members must be aged 16 or over and a Shareholder unless they are a co-optee, Appointed Member or SHR Appointee. An individual filling a Casual Vacancy must also be aged 16 or over and a Shareholder.

All Committee Members are required to undertake an annual Skills Audit. Failure to participate will result in the Committee Member being removed from the MC. All Committee Members who have served on the MC for a continuous period more than 9 years must be able to demonstrate his/her continued effectiveness as a Committee Member for MHA.

In accordance with Rule 37.7, all Committee Members shall, in exercising his/her role as a Committee Member, act in the best interests of MHA, its tenants and other service users and must not place any personal or other interests ahead of his/her primary duty to the Association.

The process for electing Committee Members is set out in Rules 39-41. The reasons why Members may be required to leave the Committee or the factors affecting eligibility for the Committee are contained in Rule 44.

b) Duties and Responsibilities of Management Committee Members

The formal powers of the MC are set out in the Rules. (Rules 45-47). The Committee is responsible for collectively directing the affairs of MHA and its business. It must act in accordance with the Rules and each individual member must operate within the agreed Code of Conduct. Amongst its most important powers the Committee can: -

- Buy, sell or exchange land, build or renovate property, enter into contracts and accept responsibility for such transactions
- Employ staff and agree the Terms and Conditions of Employment
- Grant Security over property in connection with the borrowing of private finance to fund development activity
- Agree the Terms and Conditions for the let, management and disposal of the Association's property

- Agree the Terms and Conditions for the appointment of professional Consultants to assist the Committee carry out MHA's business
- Enforce, settle, or resist either in Court or by arbitration any liability or claim made by or against the Association
- Consider applications for Membership of the Association
- Ensure compliance with the requirements of The Scottish Housing Regulator, and the Financial Services Authority with MHA is registered.
- Delegate duties and responsibilities within agreed parameters to sub-committees, staff and Consultants
- Affiliate to organisations that have Objects like MHA (e.g. GWSF).
- Appoint members of the Committee or staff to act as authorised signatories for clearly specified functions

c) Standing Orders

Standing Orders regulate the way the Management Committee meetings for MHA are conducted. Committee procedures are covered in the Rules (Rules 48-55). The Standing Orders reflect established custom and practice in the way the Committee operates, which vary from the minimum standards listed above. The Standing Orders of the MC are as follows: -

i) Frequency, Duration & Membership of Committee Meetings

Management Committee - The General Purposes MC will meet 11 times a year on the 2nd Tuesday of each month except July. All Committee Members are expected to attend this meeting.

Housing Services Sub-Committee will meet twice a year. All Committee Members are expected to attend this meeting. A precis of business discussed will be presented to the Management Committee.

Maintenance & Development Sub-Committee will meet twice a year. All Committee Members are expected to attend this meeting. A precis of business discussed will be presented to the Management Committee.

Audit & Risk Sub-Committee shall meet twice a year to discuss financial management, risk Management and internal audit. The Office Bearers will serve on this Sub-Committee with up to 4 other committee members which will be decided on a rotational basis agreed after the AGM.

Governance Sub-Committee – shall meet 4 times a year, generally, on the last Monday of the month. The Office Bearers will serve on this Sub-Committee along with up to 4 other MC members which will be decided on a rotational basis agreed after the AGM.

Remuneration Sub-Committee – shall met annually. The officer bearers and Audit & Risk Sub-Committee Members will service this sub-committee.

MHA Subsidiary Companies - It is the expectation for all MC Members to serve on one of MHA subsidiary companies, Milnbank Community Enterprises or Milnbank Property Services.

The meetings are held in MHA's Registered Office at 53 Ballindalloch Drive, Glasgow, unless otherwise agreed by the Committee. The MC Members can attend the meetings in person or online. The meetings will begin promptly at 7pm and will close no later than 2 hours from the scheduled start time unless a motion to suspend this Standing Order is approved by two-thirds of the members present. This Standing Order may only be suspended twice during a meeting for a period of fifteen minutes on each occasion.

ii) Quorum

A quorum of at least four Members must be present for a meeting to take place. If there is less than this number present thirty minutes after the scheduled start time, the meeting will be reconvened seven days later at the same time and place. In the event of a meeting becoming inquorate after the start of business, the meeting shall be adjourned. An adjourned meeting may be reconvened but must only consider outstanding business from the original meeting and will be deemed a continuation of the original meeting. If at any reconvened meeting a quorum is not present within thirty minutes of the start time, the Members present shall form a quorum.

iii) Office Bearers

At the conclusion of each AGM, the MC will meet for the sole purpose of electing Office Bearers. The positions to be filled are:

- * Chairperson
- * Secretary
- * Vice-chairperson
- * Treasurer

Nominations for these positions will be proposed and seconded by MC members. In situations where there is more than one nomination, Office Bearers will be elected by a majority of Members present. Office Bearers must be elected Committee Members and cannot be co-optees or Appointed Members. The duties and responsibilities of the Chairperson and Secretary are set out in the Rules, but generally the Office Bearers will be controlled, supervised, and instructed by the MC. Appendix B provides details of the Role of the Office Bearers. The Office Bearers Meetings will be held prior to the monthly MC meeting. A note of items discussed will be reported to the MC.

iv) Notification of Committee Meetings

The formal responsibility for issuing the Notice and accompanying papers for Committee Meetings rests with the Secretary. Standing Orders reflect custom and practice whereby the CEO in conjunction with the Secretary will issue Notice of ordinary meetings and the relevant Agenda. The Notice will be sent one week before the meeting date allowing committee members the opportunity to request business items to be included in the final agenda. The Notice, Agenda and Reports, including a draft Minute of the previous meeting and a summary of matters discussed by sub-committees and boards, matters not on the agenda may be discussed subject to the agreement of most Members in attendance at a Committee Meeting. Where there is doubt, the Chairperson will determine whether a matter is urgent.

v) Role and Responsibilities of the Chairperson

The Chairperson is drawn from the elected MC Members and may only hold

office under the criteria covering Committee Members set out in the Rules.

The Chairperson is appointed annually by the MC at the meeting immediately after the AGM. This position is held until after the next AGM (unless he/she resigns). The Chairperson can be required to resign if two-thirds of Committee Members agree to this at a special MC Meeting.

In line with the Committee Meetings Charter, all speakers at Committee Meetings must direct their words to the Chairperson and other Members must remain quiet and maintain order while this is happening. The Chairperson will decide who can speak and for how long and if a point arises that is not covered by the Rules, the Chairperson will give a decision that will be final.

If the Chairperson is absent or unable to act, the Vice-Chairperson will Chair the Committee Meeting. Failing this, the Members will elect a chairperson. If the Chairperson arrives after the meeting has started, he/she will take over as Chairperson of the meeting as soon as the current Agenda item is concluded.

In situations where the votes of Committee Members are tied for and against an issue, the Chairperson has a second and deciding vote.

The Chairperson can be re-elected but must not normally hold office continuously for more than five AGMs.

vi) Committee Decisions

All Committee Decisions are clearly recorded in the Minute. Decisions require a proposer and seconder, and the Minute will record whether the vote was unanimous or if Members voted for or against the issue under consideration. Resolutions may be amended and if an amendment is proposed and seconded, the amendment will be voted on first. Votes will normally be made by show of hands with a simple majority sufficient to carry or defeat a resolution. A poll may be requested by two Members or directed by the Chairperson. Voting will take place under the authority of the Chairperson whose ruling on any matter will be final. Once a decision is taken, it will be noted in the Minute as evidence of the decision reached by the MC, and it will stand on record for at least a period of six months.

vi) Special Committee Meetings

The Chairperson or two Committee Members may request a Special Meeting of the Committee (SMC). Details of the Business to be discussed must be sent in writing to the Secretary who will send a copy of the request to all Members within three days. SMC Meetings will normally be held between ten and fourteen days of the Secretary receiving the request and at the same location as scheduled Committee Meetings. In the event of the Secretary failing to call the Meeting, the Members making the request can do so providing they give seven days written notice to all Committee Members.

The Chairperson must call a SCM Meeting where a breach by a Committee Member of MHA's Code of Conduct, Standing Orders, or the Control of P&B Policy is alleged. Such Special Meetings will be called for the sole purpose of removing a Member from the Committee. (Rule 44). SCMs can only discuss the business for which they are called.

viii) Minute of Committee Meetings

A Minute will be taken of each MC meeting. A draft Minute will be issued with

the Notice for the next Scheduled Committee meeting where it will be proposed and seconded, and, subject to any amendment, adopted as a true record. The Minute is not intended to be a verbatim account of discussion. Its purpose is to reflect the nature of what was considered and to record decisions reached. The Minute will be written in a neutral format and will record the names of Members who propose, second or amend resolutions. Individual Members may ask the Chairperson that a comment from them on a particular issue is recorded in the Minute. Any request from a member or resident to view the Minute of a Committee Meeting will be processed in accordance with MHA's General Data Protection Regulations (GDPR). A note of the MC meeting will be displayed on our website.

ix) Attendance at Committee Meetings

The CEO and other relevant staff will attend meetings of the MC to provide support and comment on relevant reports under consideration. Members with an interest in the work of MHA may be invited to attend Committee Meetings as an Observer prior to being co-opted or asked to fill a Casual Vacancy. Residents who request attendance at Committee Meetings may do so as Observers providing the request is not concerning a complaint. In these circumstances, meeting with Committee Members will be in accordance with MHA's Complaints Handling Policy.

In accordance with MHA's Rules, should a committee member miss 4 consecutive MC meetings without leave of absence been granted, then they would be required to stand down from the committee.

Leave of Absence must be requested in writing to the Secretary. MHA shall grant up to 4 months leave of absence, however, extended periods will be considered. All requests shall be recorded in the minutes of the meeting. A continuous leave of absence cannot be more than 1 year.

x) Committee Training, Briefing, Workshop & Scrutiny Sessions

To support effective governance, and continuous learning, committee training & development, briefing sessions, workshops and scrutiny sessions are held on an on-going basis. The focus of the sessions is information gathering on operational matters and discussion only; there is no delegated authority for members attending to make business decisions. However, recommendations can be made to the Management Committee.

Code of Governance
Part 2
CODE OF CONDUCT

1. Introduction.

MHA expects all those representing the Association, in whatever capacity, to conduct themselves in a way that enhances our reputation. All Committee Members, (as the governing body) therefore, must always act in the best interests of the organisation and operate to the highest possible standards of integrity and probity. As a community-controlled organisation, MHA exists to provide local people with high quality affordable housing and will pursue Objectives aimed at improving the quality of life for people living within our area of operation. Consequently, Committee and staff have a duty to always protect the interests of our client groups and must not do anything that will damage the Association image or credibility.

The duties and responsibilities for Committee Members are outlined in the Association's Rules and within the Contract of Employment for staff. This Code of Conduct, however, provides an additional standard aimed at clearly establishing acceptable levels of behaviour for both Committee and staff based on the following seven principles of:

1. Selflessness
2. Openness
3. Honesty
4. Objectivity
5. Integrity
6. Accountability
7. Leadership

There is a requirement in the Rules that Committee Members must sign the Code of Conduct as failure to do so will result in the member being removed from the MC. Staff are required to sign this document as part of their Contract of Employment. The areas and issues covered by the Code of Conduct for Committee and staff respectively are highlighted below: -

2. Code of Conduct - Committee Members.

A) Register of Interest

It is the duty of a Committee Member to register any interest or potential conflict of interest either financial or personal over matters being discussed at Committee Meetings. A standard item on each Agenda gives Committee Members, at the beginning of the meeting, the opportunity to disclose an interest over any matter to be discussed. Where this occurs, Members must leave the meeting while the matter is being discussed.

B) Personal Benefit

In situations where a Committee Member has an interest in a business trading for profit with the Association or receives a payment or benefit from the Association other than those listed in the Control of P&Bs Policy, that individuals Membership of the Committee will end. If a member fails to disclose an interest they will be required to leave the Committee if a majority of Committee Members vote for this at a Committee Meeting specially

convened for the purpose. Members Interests are covered in Rule 38 and the Control of Payments & Benefits Policy.

C) Gifts, Donations and Hospitality

All Committee Members must agree to abide by the conditions set out in the Anti-Bribery and Gifts, Donations & Hospitality Policies. In essence this obliges Committee Members to hand in any gift received for recording in the Gifts and Hospitality Register and to decline offers of hospitality from third parties.

D) Confidentiality

The nature of MHA's work means that often personal and sensitive matters are discussed at Meetings. This places a strict standard on Committee Members to ensure confidentiality is a fundamental principle in relation to their role. The Committee will, therefore, regard all business discussed at Committee meetings together with Reports and Minutes issued in respect of such meetings as strictly confidential. These must not be discussed with members of the public at any time or other Committee Members and/or staff outwith the formal Committee Cycle. This also extends to speaking inappropriately to staff while they are carrying out their duties in accordance with their Contract of Employment. Failure to adhere to this part of the Code brings MHA into Serious disrepute and breaches will be dealt with as set out in Rule 44.

E) Breach of the Association's Code of Conduct

The MC can require that a Committee Member who is being investigated for a potential breach of the Association's Code of Conduct for Committee Members take leave of absence and not attend any meeting in his or her capacity as Committee Member until the Committee has completed its consideration of the potential breach. When on such leave of absence, the Committee Member will not be entitled to receive minutes and/or documents in his or her capacity as a Committee Member relating to the business of the Association.

F) Review

The Code of Conduct will be reviewed annually by the MC. It will subsequently be issued to Committee Members immediately following each AGM for signing and must be returned, duly signed, within four weeks.

3. Code of Conduct - Staff

A) Disclosure of Interest

All staff must disclose any interest which could lead to the conclusion that a conflict of interest exists in terms of their Contract of Employment and Conditions of Service. Each member of staff is required to make an annual disclosure of interest, relevant to MHA, in any business trading for profit, which either they or a close relative is a principal proprietor or directly concerned with its management.

B) Gifts and Hospitality

All staff will abide by the conditions set out in MHA's Anti-Bribery and Gifts & Hospitality Policies. In essence, any gift received related to a staff member's employment will be handed in and recorded in the Gifts Register and offers of hospitality by third parties will be declined.

C) Confidentiality

Staff are expressly forbidden to discuss MHA business or the nature of their work with third parties at any time or with colleagues/committee members

outwith the formal structures agreed by the MC. The restrictions imposed on MHA under the GDPR, and other relevant legislation means any breach of confidentiality will be regarded as gross misconduct. Such instances will be dealt with in accordance with the Disciplinary Procedure contained within the Conditions of Service document.

E) Review

The Code of Conduct will be reviewed annually by the MC. A signed copy of the Code will be issued to all new employees and retained in the personnel file.

Code of Governance
Part 3
CONTROL OF PAYMENTS AND BENEFITS POLICY

(Please refer to MHA's separate Control of Payments & Benefits Policy)

Code of Governance

Part 4

REGULATORY STANDARDS OF GOVERNANCE & FINANCIAL MANAGEMENT

INTRODUCTION

- 4.1 This section sets out Scottish Housing Regulators (SHR) Regulatory Standards of Governance and Financial Management and demonstrates MHA's compliance with this guidance.
- 4.2 Regulatory Standards and the associated guidance meet SHRs duties under Part 3 of the Housing (Scotland) Act 2010. This document refers to SHRs Regulatory Framework and provides a summary of the arrangements MHA has in place following the sequence set out in the Framework.
- 4.3 Within this context, governance means the arrangements for the leadership, strategic direction and controls that are in place. As a well-governed, community-controlled organisation, MHA will maintain high ethical standards, strive to deliver good tenant outcomes; demonstrate strong and effective leadership; manage and mitigate risk sensibly; maintain a tight control of costs and will be open and accountable.

REGULATORY STANDARDS

- 4.4 MHA recognises the SHRs 7 Regulatory Standards within the Regulation of Social Housing in Scotland Framework, (SHR, February 2019). The measures adopted by the MC to meet these standards as well as its obligations to Members, tenants, and other service users, is to evidence MHA's compliance with the Regulatory Standards on an on-going basis and report to the Governance Sub-Committee and ultimately the MC.

	<u>REGULATORY STANDARDS</u>
	The 7 Regulatory Standards are listed below. Within each Standard, guidance is included. MHA has documented how it meets the standards.
1	The Management Committee leads and directs the Association to achieve good outcomes for its tenants and other service users.
2	The Association is open about and accountable for what it does. It understands and takes account of the needs and priorities of tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.
3	The Association manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay.
4	The Management Committee bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.
5	The Association conducts its affairs with honesty and integrity.
6	The Management Committee and senior officers have the skills and knowledge they need to be effective.
7	The Association ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit, current and future tenants.

CONSTITUTIONAL REQUIREMENTS

- 4.5 MHA is a Scottish Charity and is registered under the Co-operative and Community Benefit Societies Act 2014 (formerly the Industrial and Provident Societies Act 1965) and the Housing (Scotland) Act 2010. The Association has adopted the SFHA Charitable Model Rules (Scotland) 2013.

PAYMENTS & BENEFITS

- 4.6 The Association has a Control of Payment & Benefits Policy in place which provides a framework to make sure that MHA acts with transparency, honesty, and propriety to avoid any public perception of improper conduct when any payments and benefits are made to governing body members.

THE MANAGEMENT COMMITTEE

- 4.7 MHA is aware that Committee Members, as a collective group, should have the skills, experience, and knowledge to give effective strategic direction and deliver good tenant outcomes.
- 4.7.1 Members of the MC are all volunteers and are elected from among the Membership of MHA. Those who stand for election are themselves tenants or owner occupiers, resident in areas across MHA area of operation and share the financial, social and health issues common to the locality. This puts them in the best possible position to determine if policies and working practices agreed are working for tenants and other residents. As a CCHA, MHA strongly values this commitment in conjunction with other skills and attributes.

The composition of the MC is representative of the community served by MHA, including people in work, unemployed and in receipt of benefits as well as retired or elderly residents. The MC is fully conversant with the circumstances that prevail within the community, as they all form part of an extended network of friends, associates, and work colleagues. Members serve without reward with the general motivation to 'improve the quality of life within the community'.

- 4.7.2 Members of the MC bring to MHA work and home life experiences to inform their thinking. They attend an annual Business Planning Review Day with the senior managers to develop the strategic direction for the business. In the practical matters of running a business they are more than adequately qualified. This is demonstrated by the following examples:

- MHA holds several accreditations including from organisations like the CIH, Investors in People and Working Families Awards.
- As a group, there is a sound understanding of all the business elements, in terms of legal, regulation frameworks, accountability, strategy, supervision & control and employers' role. There is also a passion for MHA facilitating the wide range of wider action activities and the range of non-contractual services.
- Collectively, there is over 200+ years of committee length of service which, individually, ranges from 1 year to 40 years+. Most years there is an election at the AGM for places on the MC which helps sustain a mix of membership, tenure, ages, male and females and the attendance level at committee meetings is consistently high.

- There is a wide and vast range of skills within MHA's committee, including: a retired head and a schoolteacher, a range of posts within the care sector, a retired manager in a technical environment, working in the financial sector, members of school boards and PTA, positions within local churches and other voluntary groups, and a great many more attributes.

- 4.8 Through its Succession Planning Strategy, MHA formally and actively plans to ensure orderly succession to MC places to maintain an appropriate balance of skills and experience and to ensure progressive refreshing of the committee. The democratic election process is set out MHA's Constitution. MHA aims to maximize the opportunities for accountability that this process offers by encouraging a diverse and strong Membership. The composition of the MC is, however, ultimately determined by the Membership.
- 4.9 To ensure a continuity of good governance, the MC will assess annually the skills, knowledge, diversity, and objectivity that MHA needs for its decision-making, what is contributed by continuing committee members, and identify what gaps may exist. Based on this assessment MHA openly publicises to all shareholders and to others who may wish to become committee members, what skills and values are needed and what vacancy opportunities there are. This active participation in the democratic process aims to work towards ensuring MHA governance is as strong and effective as necessary.
- 4.10 All committee members undertake an annual performance review to assess their contribution and effectiveness. The MC takes account of these annual performance reviews in its succession planning. Members identify for themselves the areas of knowledge and understanding about which they feel least confident. Supplementary training is offered as required.

MHA has developed a culture for promoting continuous learning for committee members. This is supported in several ways ranging from formal committee training, attendance at seminars and conferences, participating in recruitment to in-house briefing sessions, workshops, and scrutiny groups. On an annual basis, all committee members participate in a skills audit which is used to evidence that members can demonstrate a sound understanding of all the business elements required to run MHA, in terms of legal, regulation frameworks, accountability, strategy, supervision & control and employers' role. There is also a passion for MHA facilitating the wide range of wider action activities and the range of non-contractual services.

In addition to the skills audit, Learning Logs are in place for every committee member that link in with the organisational Training Needs Analysis and annual Training & Development Plan. MHA committee members have won SHARE's Committee Learner of the Year Award 6 times and 3 times as Highly Commended. Several committee members have a professional qualification (e.g., many members have a governance qualification like a SQA in Governance for Committee Members). The Chairman holds an accredited Chairperson Qualification which is facilitated by SHARE.

- 4.11 Having a mix of established and new members on the MC is key to achieving good governance as MHA benefits from both experience and new ideas. The in-depth knowledge and understanding of experienced members are vital. However, new members bring a fresh perspective, new ideas and

can question existing practices and thinking.

- 4.12 To ensure that Committee Members can exercise their role effectively in the interests of tenants and other service users and to protect public investment, they may be required to gain, or refresh, skills, and expertise. All new committee members undertake an induction programme to ensure that they are equipped with the necessary information and support to understand their role, powers, and duties as non-executive members of the MC. MHA ensures that existing Committee Members are supported to undertake training to sustain their continued effectiveness.

An annual Training Needs Analysis is undertaken; this informs the updated Organisational Training & Development Strategy. The primary purpose of this is to ensure that Committee Members and staff have the required skills and knowledge necessary for the effective running of the organisation in order that MHA's Aims & Objectives are achieved.

GOVERNANCE & FINANCIAL MANAGEMENT TARGETS

- 4.13 MHA is aware that Section 37 of the Housing (Scotland) Act 2010 states that the SHR may set financial management and governance targets specifying standards of financial management and governance for the Association. As a well governed organisation MHA doesn't anticipate being subject to Section 37 of the Housing (Scotland) Act 2010.

UPHOLDING REGULATORY STANDARDS

- 4.14 MHA recognises that the SHR will act and may, if necessary, use regulatory intervention powers to safeguard the interests of tenants and other service users where a failure to achieve the Regulatory Standards or there is evidence which indicates poor governance or financial management.
- 4.15 MHA will notify the SHR immediately if there is, or is likely to be, a failure to comply with the Regulatory Standards and guidance or a breach of the Code of Governance. In this circumstance, MHA would take its own actions to deal effectively with this to satisfy the MC, tenants, service users and SHR that our actions protect the interests of the Association and its tenants and comply with Regulatory Standards. Our auditors are also obliged to highlight any significant breach of MHA's own code of governance.
- 4.16 Audit Guidance - MHA understands the importance of having a clear focus and defined approach to the management of risk. The Audit and Risk Sub-Committee looks at risk management and internal control systems; carries out internal scrutiny and gives the necessary assurance to the MC that compliance is achieved. MHA has an internal audit function, working to a 3-year rolling programme, which has the necessary arrangements in place for the committee members to monitor and review the quality and effectiveness of this activity.
- 4.17 Annual Assurance Statement (AAS) - MHA will submit an ASS in accordance with SHR published guidance and make it available to tenants and other service users. The Governance Sub-Committee will review the on-going evidence to support MHA's compliance. MHA will notify the SHR of any material changes to the Assurance Statement during the year.

Code of Governance
Part 5
COMMITTEE REMITS

Each area of activity reporting to the Management Committee operates within a formal remit and is reported to either the Management or Services Committee Meeting, a Sub-Committee, or a Board of the subsidiary companies.

Management Committee

Housing Management

Asset & Maintenance

Governance

Audit & Risk

Remuneration

Subsidiary Companies

-Milnbank Community Enterprises (MCE)

-Milnbank Property Services (MPS)

Milnbank Housing Association

Management Committee

The Management Committee (MC), as the governing body, makes strategic, policy and major finance decisions affecting the Association. The MC is the ultimate authority based on the Rules, but it can delegate to MHA's subsidiary companies, sub-committee, and staff as appropriate.

The MC must ensure that there are clear arrangements for delegation and effective reporting arrangements in place to ensure MHA operates to high standards of governance and demonstrates compliance with the SHR Regulatory Standards 1.2 and 1.5, these are:

Standard 1.2 - The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of the governing body and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

Standard 1.5: All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional, and effective.

TERMS of REFERENCE AND DELEGATED AUTHORITY

- Approval for strategy, policy, performance, implementation, and variation
- Agree the Mission, Vision, Values
- Organisational Culture (e.g. defining expectations how the values will be exhibited in areas like service delivery, communication, employment)
- Strategic Business Planning (Approve and monitor long/medium-term strategic plans, Business plans, Strategy and Development Funding Plan (SDFP))
- Risk (Identification & review of key strategic/operational risks, approval of risk management framework).
- Ensuring Constitutional Compliance (e.g. Acts covering Co-operative and Community Benefits and Companies. Approving Model Rules, Conduct AGM, and committee meetings in accordance with rules etc.)

Housing Services Sub-Committee Remit

TERMS of REFERENCE AND DELEGATED AUTHORITY

The Housing Services Sub-Committee specifically reviews the performance of the Housing Service function; this includes (but is not limited to):

- Ensuring that MHA has effective systems for management, control, assurance and risk management, and monitoring the effectiveness of these systems.
- Monitoring and ensuring that all Housing Management services are delivered in line with providing excellence and a positive outcome for our community.
- Deliver's a Housing Management service that provides VFM, is open and transparent, complies with Regulation and meets the requirements within the Scottish Housing Charter.
- Ensuring the Housing Services Policies and Procedures are reviewed and finalised in line with the timescales set out in the review schedule and are updated to reflect current legislation and operating environment.

2. CHAIRPERSON AND OFFICER SUPPORT

The Housing Services Sub-Committee elects a Chair at the first meeting following the AGM. The Director of Housing & Community Initiatives is the lead officer servicing this sub-committee.

3. MEETINGS FREQUENCY

The Housing Services Sub-Committee will normally meet twice per year.

4. COMMITTEE SIZE AND QUORUM FOR MEETINGS

The Services Sub-Committee is open for all Management Committee Members to attend.

5. SERVICES COMMITTEE ROLE

The role of the Housing Services Sub-Committee is as follows:

Management and Control Systems

- To advise the MC on the effectiveness of MHA's management and control systems for services relating to Estate Management, Void Control, Allocations, Tenancy Sustainment, and Rent arrears management ensuring, regularity, competence, VFM, and accountability.
- To provide assurance to the MC through the internal and external validation of the key information underpinning reports of strategic, statutory in line with the Scottish Social Housing Charter (ARC).

- To review how the service is delivered in line with a robust Performance management strategy, and to obtain assurance regarding the accuracy and adequacy of the information provided as part of the ARC by officers.
- To advise on the resourcing, training and support required to ensure that the Housing Services Sub-Committee can discharge their duties competently.
- To conduct a review to update and finalise the following key documents:
 - Allocation Policy
 - Tenancy Agreement
 - Rent Setting Strategy
 - Housing Work Plan
 - Dealing with Anti-Social Behaviour Policy
 - Tenant Participation Strategy
 - Housing Services Procedures
 - Tenants Handbook
 - Estate Management Policy.

Internal and External Audit

- To obtain assurances regarding the data presented by Officers on all key areas of Housing Management Services reported to the Services Committee; and any other areas required, to ensure a high quality, VFM service is delivered and can be easily demonstrated.
- To review all audit recommendations (external and internal), and monitor the implementation of agreed recommendations relating to internal audit reports and external audit reports and management letters.

Risk management

- To monitor the implementation of MHA's strategy for managing risk, as approved by the MC.
- To review the Strategic Risk Register as required, reporting material changes or risk events to the MC.

Reports and investigations

- To initiate reports and investigations as necessary.

The Services Sub-Committee (or MHA officers and/or external advisers authorised by the MC) will have the right to access all documents and records maintained by MHA. The Services Sub-Committee and those it authorises to investigate matters may also require employees and committee members to supply information, either written or verbal, on any matter relating to the financial or general management of MHA. All employees and committee members are required to co-operate fully with any such request. If the Housing Services Sub-Committee considers it necessary, it has express authority to obtain such external professional advice.

6. REVIEW OF REMIT

A review of the Services Sub-Committee Remit shall be undertaken annually as part of the MHA Code of Governance review.

LEVEL 1

Reserved to MHA Housing Services Sub-Committee

1. Approval of expenditure above the limits delegated or outside the planned cycle of meetings
2. Approval of Housing Services annual budget
3. Approval of all offers of funding and grants relating to Housing Management
4. Assuring compliance of Housing Management related Health & Safety and Statutory matters.
5. Approval of Housing Management related Strategies, Policies & Procedures
6. Approval to dispose of any of MHA's property assets.
7. Approval of the 3 yearly comprehensive tenant satisfaction survey.
8. Initiation of Reports and Investigations as necessary
9. Approval of Risk Management processes and Strategic Risk Register
10. Approval of the reporting format provided by Officers, in relation to Housing Management performance, compliance and monitoring

LEVEL 2

Delegated to Management (Housing Services)

1. Commitment/authorisation of budgeted expenditure, within the limits set out in Financial Regulations (See section on Delegated Financial Authority)
2. Administration of insurance claims, as per the Financial Regulations limits
3. Implementation of effective operational practices to deliver effective Housing Management Services, that can demonstrate VFM, to the Community
4. To review, update and present all Housing Services related Strategies, Policies and Procedures to the Services Committee for discussion and formal approval.
5. To provide the information necessary to assure the Housing Services Sub-Committee the Housing Services Function is compliant with relevant statutory and legislative matters.
6. All other operational activities directly related to the Housing Services Function

MAINTENANCE & DEVELOPMENT SUB-COMMITTEE REMIT

1. TERMS of REFERENCE AND DELEGATED AUTHORITY

The Maintenance & Development Sub-Committee specifically reviews the performance of the Maintenance & Development functions; this includes (but is not limited to):

- Ensuring that MHA has effective systems for management, control, assurance, and risk management, and monitoring the effectiveness of these systems.
- Monitoring and ensuring the good performance and delivery of all key community services delivered by the Maintenance & Development Function.
- Monitoring and demonstrating the VFM derived from the procurement of Asset Management goods, works and services and compliance with best practice procurement methods.
- Monitoring budgets spend in line with annual budgets and the 5 & 30-year business plans.
- Ensuring that matters within its remit are conducted in accordance with the law, regulatory requirements, and other good practice guidance. With a particular focus on health & safety and other statutory compliance matters, related to good practice Maintenance, Asset Management and Development.
- Ensuring the delivery of accurate annual reporting to the SHR (e.g. ARC) for the SHQS, Repairs Performance, Tenant Safety and EESSH etc.
- Ensuring the Maintenance, Asset Management & Development Strategies, Policies and Procedures are reviewed and finalised in line with the timescales set out in the review schedule and are updated to reflect current legislation and operating environment.

4. CHAIRPERSON AND OFFICER SUPPORT

The Maintenance & Development Sub-Committee elects a Chair at the first meeting following the AGM. The Director of Asset Management is the lead officer servicing this sub-committee.

5. MEETINGS FREQUENCY

The Services Committee will normally meet twice per year.

4. COMMITTEE SIZE AND QUORUM FOR MEETINGS

The Services Sub-Committee is open for all Management Committee Members to attend.

5. MAINTENANCE & DEVELOPMENT SUB-COMMITTEE ROLE

The role of the Maintenance & Development Sub-Committee is as follows:

Management and Control Systems

- To monitor and take action to ensure the effectiveness of MHA's management and control systems for ensuring propriety, regularity, competence, VFM, and accountability.

- To provide assurance through the internal and external validation of the key information underpinning reports of strategic, statutory, or material financial consequence.
- To review the performance reports provided by Officers and obtain assurance regarding the accuracy and adequacy of the information provided.
- To monitor and ensure the Maintenance Function are delivering services to a high standard of safety, quality, VFM and within timescales.
- To advise on the resourcing, training and support required ensuring the Maintenance & Development Sub-Committee can discharge their duties competently.
- To conduct a review to update and finalise the following key documents:
 - Void Policy
 - Right to Repair Policy
 - Alterations & Improvements Policy
 - SHQS Strategic Plan
 - Maintenance & Development Work Plan
 - Asset Management Strategy
 - Asbestos Management Strategy
 - Maintenance Procedures
 - Repairs and Maintenance Handbook
 - Gas Safety Management

Internal and External Audit

- To obtain assurances of the data presented by Officers on all key areas of Maintenance & Development reported the Sub-Committee; and any other areas required, to ensure a high quality, VFM service delivery and can be easily demonstrated.
- To review all audit recommendations (external and internal) and monitor the implementation and effectiveness of agreed recommendations relating to internal audit reports and external audit reports and management letters.

Risk management

- To monitor the implementation of MHA's strategy for managing risk, as approved by the MC.
- To review the Risk Register regularly, reporting material changes or risk events to the MC.

Reports and investigations

- To initiate reports and investigations as necessary.
- The Sub-Committee (or MHA officers and/or external advisers authorised by the Sub-Committee) will have the right to access all documents and records maintained by MHA. The Maintenance & Development Sub-Committee and those it authorises to investigate matters may also require employees and committee members to supply information, either written or verbal, on any matter relating to the financial or general management of MHA. All employees and committee members are required to co-operate fully with any such request. If the Sub-Committee considers it necessary, it has express authority to obtain such external professional advice as it considers necessary.

6. REVIEW OF REMIT

A review of the Maintenance & Development Sub-Committee Remit shall be undertaken annually as part of the MHA Code of Governance review.

LEVEL 1

Reserved to MHA Maintenance & Development Sub-Committee

1. Approval and commitment of expenditure, without limit (Note 1)
2. Approval of expenditure above the limits or outside the planned cycle meetings
3. Approval of the Maintenance annual budget, cash flows and financial projections
4. Approval of all offers of funding and grants.
5. Assuring compliance of all Maintenance related Health & Safety and Statutory matters (e.g. SHQS, EESSH, gas safety etc.)
6. Approval of Maintenance & Development related Strategies, Policies & Procedures
7. Approval of procurement expenditure and processes, as per the Financial Regulations
8. Approval to dispose of any of MHA's property assets (excluding LCHO sales which are delegated to management)
9. Initiation of Reports and Investigations as necessary
10. Approval of Internal and External Audit processes
11. Approval of Risk Management processes and Strategic Risk Register
12. Approval of the reporting format provided by Officers, in relation to Asset Management performance, compliance and monitoring.
13. Approval of contracts terms above executive threshold for reactive & planned maintenance, energy efficiency, construction and/or development.
14. Agreeing contract litigation challenges & pursuing legal remedies for loss and/or damage.

NOTE 1 - CEO and Chairperson also have authority to commit expenditure in emergency situations and/or in excess of approved budget (to be reported to Committee)

LEVEL 2

Delegated to Management (Maintenance & Development)

1. Commitment/authorisation of budgeted expenditure, within the limits set out in Financial Regulations (See section on Delegated Financial Authority)
2. Signature of invoices and electronic transfer of funds, as per the Financial Regulations. When amounts exceed the limits set out in the Financial Regulations, the relevant delegation levels will be sought from the MC.
3. Administration of insurance claims, as per the Financial Regulations limits
4. Implementation of effective operational practices to deliver effective maintenance & development services, that can demonstrate VFM, to the Community
5. To review, update and present all maintenance & development strategies, policies, and procedures to the Sub-Committee for discussion and formal approval.
6. To provide the information necessary to assure the Sub-Committee the Maintenance Function is compliant with all relevant statutory and legislative matters.
7. All other operational activities directly related to the Maintenance Function

Milnbank Housing Association

GOVERNANCE SUB-COMMITTEE - REMIT

The Governance Sub-committee exists to discuss issues of importance related to the effective governance of Milnbank HA as delegated by the MC.

It meets four times each year and comprises MHA's four Office Bearers and up to four other MC Members. Both the remit and composition of the Governance Sub-committee will be agreed annually by the MC.

The primary aim of the Governance Sub-committee is to allow for sufficient and detailed discussion to take place on important matters of governance and to make recommendations to the full Management Committee as appropriate.

Issues for consideration are listed below:

- Regulatory issues related to engagement with the Scottish Housing Regulator (SHR) and Office of the Scottish Charity Regulator (OSCR).
- Consideration of the implications arising out of new or revised legislation
- Employment related matters including Health & Safety, Recruitment, MHAs relationship with Trades Unions and Aversure (Employer Advisor)
- Act as the primary Disciplinary and Grievance Committee in relation to MHAs Contract of Employment and Conditions of Service
- Provide scrutiny of key policies relating to Health & Safety, employment matters etc. and make recommendations to the Management Committee
- Approve remits and tenders for governance related activity such as tenant surveys or compliance reviews as delegated by the MC.
- Develop and explore the potential for new initiatives identified by the Management Committee.

Note - these are not exhaustive of matters that could be delegated for the sub-committee's consideration by the Management Committee.

LEVEL 1

Reserved to MHA Management Committee

1. Approval of the recommendations from the Governance Sub-Committee on governance and staffing related policy and procedure, including terms and conditions of service.
2. Approval of regulatory issues (e.g. signing off the Annual Assurance Statement)
3. Approval of implementing any recommendations made by relevant external advisors as required (e.g. Aversure Employment Advisors)
4. The recruitment and appraising the CEO performance.

LEVEL 2

Delegated to the Governance Sub-Committee

1. Undertake an annual review of the Annual Staffing Report, including the approval of salary grade and present to the MC.
2. Monitor and discuss the progress of the Succession Planning Strategy for both staff and MC Members
3. Ensure all relevant guidelines and employment legislation has been followed in regulatory matters relating to the SHR, Health & Safety legislation etc. This includes notifiable event reporting and monitoring compliance against Regulatory Standards of Governance and Financial Management.
4. Leading on staffing disciplinary and grievance appeal hearings in line with MHA policy and practice and adhering to employment advice. Including defending/pursuing employment related litigation (e.g. Employment Tribunal)
5. Monitor the progress of the governance related work plans (Corporate Services and Compliance).
6. Recruitment of staff at Officer Level plus in line with MHA's Staff Recruitment Selection Policy.

LEVEL 3

Delegated to Management

1. Manage the day-to-day business of the Association to ensure MHA's Mission Statement is achieved. This includes managing the staff to ensure a quality service is delivered to all residents and other customers, ensuring policy and procedures are followed as instructed by the MC and communicate on an on-going basis with the committee members.

Milnbank Housing Association

AUDIT AND RISK SUB-COMMITTEE - REMIT

1. TERMS of REFERENCE AND DELEGATED AUTHORITY

The Management Committee (MC) has approved the following role and remit for the Audit and Risk (A&R) Sub-Committee:

- Ensuring that MHA has effective systems for management, control, assurance, and risk management, and monitoring the effectiveness of these systems.
- Monitoring the implementation of approved recommendations contained in internal audit reports, external audit reports and management letters.
- Initiating reports and investigations into any aspect of MHA's activities, if required.
- Ensuring that matters within its remit are conducted in accordance with the law, regulatory requirements, and other good practice guidance.

In support of this remit, MHA's Scheme of Delegated Authority sets out in detail the specific matters for which the MC has delegated authority to the A&R Sub-Committee, and those matters that have been further delegated to management.

2. CHAIRPERSON AND OFFICER SUPPORT

The chair of the A&R Sub-Committee shall be elected by the other members of the A&R Sub-Committee, to serve until the following year's AGM. MHA's chairperson of the MC but will not be eligible to serve as the chair of the A&R Sub-Committee. The Finance Manager and/or CEO will normally attend meetings of the Sub-Committee. Other members of staff and the internal and/or external auditors will attend, as required, or as instructed by the Sub-Committee, depending on the business to be considered.

3. MEETINGS FREQUENCY

As a financial report is presented monthly to the Management Committee, the A&R Sub-Committee will normally meet twice yearly.

4. COMMITTEE SIZE AND QUORUM FOR MEETINGS

The MC shall decide the size of the Sub-Committee annually when it is considering membership of all MHA's sub-committees. The quorum for meetings of the Sub-Committee is three committee members.

5. SUB-COMMITTEE ROLE

The role of the A&R Sub-Committee is as follows:

Management and Control Systems

- To advise the MC on the effectiveness of MHA's management and control systems for ensuring propriety, regularity, competence, VFM and accountability. This also extends to the management and control systems of MHA's subsidiary companies.
- To provide assurance to the MC through the internal and external validation of the key information underpinning reports of strategic, statutory, or material financial consequence provided to the MC.
- To review the statement of internal controls prepared for the MC as part of MHA's annual accounts, and to obtain assurance regarding the accuracy and adequacy of the information provided.
- To advise the MC on the resourcing, training and support required to ensure that the A&R Sub-Committee and other Sub-Committees can discharge their duties competently.

Internal and External Audit

- To advise the MC on the appointment and remuneration of the Group's external auditors and the scope of their work.
- To approve the external auditor's Letter of Engagement.
- To communicate with the external auditors on audit approach and scope, reporting, timetables, and findings.
- To receive, and report to the MC, the external audit management letter.
- To advise the MC on the scope and appointment (or required resourcing) of the internal audit service.
- To review the long-term plan for internal audit and assurance, and to approve the annual audit plan.
- To review all audit recommendations (external and internal) and monitor the implementation of agreed recommendations relating to internal audit reports and external audit reports and management letters.
- To monitor the effectiveness of the external and internal audit services.

Internal Audit: Key Areas for external scrutiny and independent validation

- Obtain assurance about the data on which MHA's financial reporting and controls are based:
 - Budget and Business Plan assumptions and supporting data.
 - Cashflow inputs and outcomes
 - Treasury Management Strategy, Objectives and Outcomes
- Compliance with legal and SHR's requirements, including:
 - SHR Regulatory Standards and Guidance
 - Procurement

- Gas safety and other tenant safety issues

Risk management

- To monitor the implementation of MHA’s strategy for managing risk, as approved by the MC.
- To review the Risk Register regularly, reporting material changes or risk events to the MC.

Reports and investigations

- To initiate reports and investigations as the A&R Sub-Committee or MC consider necessary.

The Sub-Committee (or MHA officers and/or external advisers authorised by the Committee) will have the right to access all documents and records maintained by MHA.

The Sub-Committee and those it authorise to investigate matters may also require employees and committee members to supply information, either written or verbal, on any matter relating to the financial or general management of MHA. All employees and committee members are required to co-operate fully with any such request. If the Sub-Committee considers it necessary, it has express authority to obtain such external professional advice as it considers necessary.

The external and internal auditors shall always have direct access to the A&R Sub-Committee and upon a request by the auditors, the Chairperson of the Committee will convene meetings of the Committee for this purpose.

The A&R Sub-Committee will have the right to meet in closed session, without employees being present, if it deems this to be necessary. The Committee will meet in such a closed session with the Auditor and the Internal Auditor at least annually.

6. REVIEW OF REMIT

A review of the A&R Sub-Committee Remit shall be undertaken annually as part of the MHA Code of Governance review.

LEVEL 1

Reserved to MHA Management Committee

1. Commitment of expenditure, without limit (Note 1)
2. Approval of expenditure above the limits delegated to sub-committees or outside the planned cycle of sub-committee meetings
3. Approval of annual rent review
5. Approval of MHA's annual budget, cash flows and financial projections
6. Approval of all loans, overdrafts or granting of security and of any on-lending to subsidiaries
7. Monitoring compliance with loan covenants & submitting loan portfolio returns.
8. Approval of management accounts
9. Approval of financial regulations
10. Approval to dispose of any of MHA's property assets (excluding LCHO sales which are delegated to management)
10. Approval of CEO's expenses (Chairperson – Remuneration Committee)
11. Approval of authorised signatories (staff & committee) as per Financial Regulations

NOTE 1 - CEO and Chairperson also have authority to commit expenditure in emergency situations and/or in excess of approved budget (to be reported to Committee)

LEVEL 2

Delegated to Audit & Risk Sub-Committee

1. Scrutiny of all items 4 to 7 listed under Level 1, prior to presentation for MC approval.
2. Approval of treasury investments (Note 2)
3. Commitment of budgeted expenditure, up to £50,000 for all matters within the sub-committee's remit
4. Contract approvals from Housing Services Sub-Committee more than £50,000
5. Approval of office/business insurances when the policy is re-tendered.
6. Writing off bad debts above the value of £600
7. Approval to open or close bank accounts.

NOTE 2 - Delegated to Finance/IT Manager between meetings. Finance/IT Manager must consult with the CEO and Chairperson if a new or non-approved source is involved.

LEVEL 3

Delegated to Management

1. Commitment/authorisation of budgeted expenditure, within the limits set out in Financial Regulations (See section on Delegated Financial Authority)
2. Administration of all insurance claims
3. Signature of electronic transfer of funds, per the Financial Regulations
4. Maintenance & control of MHA's bank accounts (including payments and the moving of monies by electronic means)
5. Treasury management transactions and executive decisions relating to investments & cash management, in accordance with the Financial Regulations
6. Payroll administration, control of payment of expenses to MHA's employees & MC members.
7. Administration of taxation payments, including those relating to VAT, PAYE, and NI.
8. Ensuring timely submission of all required regulatory financial related returns.

Milnbank Housing Association

RENUMERATION COMMITTEE - REMIT

1. TERMS of REFERENCE AND DELEGATED AUTHORITY

The Management Committee (MC) has approved the following role and remit for the Remuneration Committee:

- Ensuring that MHA has effective systems for management, control, assurance, and risk management, and monitoring the effectiveness of the remuneration package for the Association's most Senior Officer.
- Ensuring that matters within its remit are conducted in accordance with the law, regulatory requirements, and other good practice guidance.

In support of this remit, MHA's Scheme of Delegated Authority sets out in detail the specific matters for which the MC has delegated authority to the Remuneration Committee.

2. CHAIRPERSON AND OFFICER SUPPORT

The chair shall be elected by the other members of the Committee, to serve until the following year's AGM. MHA's chairperson of the MC will not be eligible to serve as the chair of the Remuneration Committee. Depending on the business to be considered, others attending (e.g., auditors, employment advisor) will be instructed by the Remuneration Committee.

3. MEETINGS FREQUENCY

The Remuneration Committee will normally meet once per year.

4. COMMITTEE SIZE AND QUORUM FOR MEETINGS

The MC shall decide the size of the Remuneration Committee annually when it is considering membership of all MHA's sub-committees and Boards. The Audit & Risk Sub-Committee Members shall serve on the Remuneration Committee with the quorum for this meeting being three members.

5. RENUMERATION COMMITTEE ROLE

The role of the Remuneration Committee is as follows:

Management and Control Systems

- To advise the MC on the effectiveness of MHA's management and control systems for ensuring propriety, regularity, competence, VFM, and accountability when setting the remuneration package for the Association's most senior officer.
- To provide assurance to the MC validation of the key information underpinning reports and recommendations.
- To advise the MC on the resourcing, training and support required to ensure that the Remuneration Committee can discharge their duties competently.

Internal and External Audit

- To review all audit recommendations (external and internal) made to the Remuneration Committee and monitor the implementation of agreed recommendations as required.

Internal Audit: Key Areas for external scrutiny and independent validation

- Obtain assurance on that decisions made by the Remuneration Committee meet the terms outlining in section 1 above.
- Compliance with legal and SHR's requirements, including:
 - SHR Regulatory Standards and Guidance 'RSL Senior Officer Remuneration'
 - Relevant employment legislation, including pension provisions.

Risk management

- To monitor the implementation of decisions made by the Remuneration Committee in terms of MHA's strategy for managing risk, as approved by the MC.

Reports and investigations

- To initiate reports and investigations as the MC consider necessary.

6. REVIEW OF REMIT

A review of the Remuneration Committee Remit shall be undertaken annually as part of the MHA Code of Governance review.

LEVEL 1

Reserved to MHA Management Committee

1. Approval of the recommendations from the Remuneration Committee on the remuneration package for the Association's most Senior Officer.
2. With the relevant support, the Chair of the MC undertakes an annual staff appraisal with the CEO.
3. Approval of implementing any recommendations made by relevant external advisors as required.

LEVEL 2

Delegated to the Remuneration Committee

7. Undertake an annual review of the remuneration package of the Association's most Senior Officer and present to the MC.
8. Ensure all relevant guidelines and employment legislation has been followed.
9. All recommendations should be based upon evidence using comparisons within the wider housing sector on factors like: Senior Officer's salaries, housing stock managed, management costs. MHA's Budget should also be taken into consideration.

Milnbank Housing Association

MILNBANK COMMUNITY ENTERPRISES – BOARD REMIT

1. TERMS of REFERENCE AND DELEGATED AUTHORITY

The MC has approved the following role and remit for Milnbank Community Enterprises (MCE):

- Approving MCE strategy including: the culture and values; annual Business Plan, policy and procedures, monitoring performance, financial management and governance arrangements.
- Providing central and corporate functions as determined by MHA from time to time.
- Monitoring the compliance by MCE with the provisions of the Subsidiary Group Agreement and in the event of non-compliance taking such action as is appropriate.

In support of this remit, MHA's Scheme of Delegated Authority sets out the specific matters for which the MC has delegated authority to the MCE Board, and those matters that have been delegated to management.

2. CHAIRPERSON AND OFFICER SUPPORT

The chair of the MCE Board shall be elected by the other members of the MCE Board, to serve until the following year's AGM. The Director of Housing & Community Initiatives will normally attend meetings of the Board. Other members of staff and the internal and/or external auditors will attend, as required, or as instructed by the Board Members, depending on the business to be considered.

3. MEETINGS FREQUENCY

The MCE Board will normally meet twice per year.

4. BOARD SIZE AND QUORUM FOR MEETINGS

The minimum number of Board Members for MCE is 5, there is no upper limit. The quorum for meetings of the MCE Board is 3 members.

5. MCE BOARD ROLE

The role of the MCE Board is as follows:

- Carry out all acts necessary or desirable to ensure that MCE business is carried out in accordance with the Subsidiary Constitution, and the requirements of any Competent Authority, and ensuring that the business

objectives are furthered in such manner as the MCE Board considers most appropriate, subject to the provisions of the Subsidiary Group Agreement.

- Running all operational, management and day to day aspects of the MCE business, within the context of the Group Strategy, Business Plan, Budget and Group Policies and Group Standing Orders.
- Reporting to MHA Management Committee as required in terms of the Subsidiary Groups Agreement and acting on internal and external audit findings.
- MCE Board shall have the right to manage its business in accordance with the objects set out in the Subsidiary Group Constitution and in MCE's best interests, subject always to MCE Board acting in accordance with MHA Policies, the provisions of the Subsidiary Group Agreement, the Business Plan and Budget, legal and regulatory requirement.

Internal Audit: Key Areas for external scrutiny and independent validation

- Obtain assurance about the data on which MCE's financial reporting and controls are based for Budget, Business Plan assumptions and cash flows.
- Compliance with legal and statutory requirements for OSCR, the SHR and any other relevant organisation.

Risk management

To monitor the implementation of MCE's strategy for managing risk, as approved by the MC. To review the Risk Register regularly, reporting material changes or risk events to the MC.

Reports and investigations

To initiate reports and investigations as the MCE Board or MC consider necessary. The Board (or MHA officers and/or external advisers authorised by the MC) will have the right to access all documents and records.

The MCE Board and those it authorises to investigate matters may also require employees and Board Members to supply information, either written or verbal, on any matter relating to the general management of MCE. All employees and Board Members are required to co-operate fully with any such request. If the Board considers it necessary, it has express authority to obtain such external professional advice as it considers necessary.

The external and internal auditors shall always have direct access to MCE and upon a request by the auditors, the Chairperson of the MCE Board will convene meetings of the Board for this purpose.

6. REVIEW OF REMIT

A review of the MCE Board Remit shall be undertaken annually as part of the MHA Code of Governance review.

LEVEL 1

Reserved to MHA Management Committee

1. Approval of the annual MCE Business Plan.
2. Approval of MCE's annual budget, annual accounts, and financial projections.
3. Approval of management accounts.
4. Approve the precis of MCE business.
5. Review MHA's community anchor role.
6. Staff recruitment in accordance with the MHA Recruitment & Selection Policy.

LEVEL 2

Delegated to MCE Board

10. Scrutiny of all MCE Business Plan, prior to presentation for MC approval.
11. Ensure all aspects of MCE service delivery achieve VFM.
12. Ensure MCE meets the requirements of the Group Service Level Agreement including annually reviewing the SLA Price Schedule.
13. Arrange the AGM for MCE.
14. Monitor that MCE is achieving MHA's commitment to its community anchor role.

LEVEL 3

Delegated to Management

1. Implement the KPI's in the MCE Business Plan.
2. Implement effective operational practices to deliver MHA's commitment to its community anchor role.
3. Operational HR issues specifically related to staff related to MCE delivering MCE activities.
4. Meet the requirements associated with volunteers assisting in the community.

1. TERMS of REFERENCE AND DELEGATED AUTHORITY

The MC has approved the following role and remit for Milnbank Property Services (MPS):

- Approving MPS strategy including annual Business Plan, written statement of services and procedures, monitoring performance, financial management and governance arrangements.
- Monitoring the compliance by MPS with the provisions of the Subsidiary Group Agreement and in the event of non-compliance taking such action as is appropriate.

In support of this remit, MHA's Scheme of Delegated Authority sets out in detail the specific matters for which the MC has delegated authority to the MPS Board, and those matters that have been further delegated to management.

2. CHAIRPERSON AND OFFICER SUPPORT

The chair of the MPS Board shall be elected by the other members of the MPS Board, to serve until the following year's AGM. The Director of Housing & Community Initiatives will normally attend Board meetings. Other members of staff and the internal and/or external auditors will attend, as required, or as instructed by the Board Members, depending on the business to be considered.

3. MEETINGS FREQUENCY

The MPS Board will normally meet twice a year.

4. BOARD SIZE AND QUORUM FOR MEETINGS

The minimum number of Board Members for MPS is 5, there is no upper limit. The quorum for meetings of the MPS Board is 3 members.

5. MPS BOARD ROLE

The role of the MPS Board is as follows:

- Carry out all acts necessary or desirable to ensure that MPS business is carried out in accordance with the Subsidiary Constitution, and the requirements of any Competent Authority, and ensuring that the business objectives are furthered in such manner as the MPS Board considers most appropriate, subject to the provisions of the Subsidiary Group Agreement.
- Running all operational, management and day to day aspects of the MPS business, within the context of the Group Strategy, Business Plan, Budget and Group Policies and Group Standing Orders.

- Reporting to MHA Management Committee as required in terms of the Subsidiary Groups Agreement and acting on internal and external audit findings.
- MPS Board shall have the right to manage its business in accordance with the objects set out in the Subsidiary Group Constitution and in MPS's best interests, subject always to MPS Board acting in accordance with MHA Policies, the provisions of the Subsidiary Group Agreement, the Business Plan and Budget, legal and regulatory requirement.

Internal Audit: Key Areas for external scrutiny and independent validation

- Obtain assurance about the data on which MPS's financial reporting and controls are based for Budget, Business Plan assumptions and cashflows.
- Compliance with legal and statutory requirements for the Code of Conduct for Property Factors, the SHR and any other relevant organisation.

Risk management

3. To monitor the implementation of MPS's strategy for managing risk, as approved by the MC.
4. To review the Risk Register at least quarterly, reporting material changes or risk events to the MC.

Reports and investigations

To initiate reports and investigations as the MPS Board or MC consider necessary. The Board (or MHA officers and/or external advisers authorised by the MC) will have the right to access all documents and records.

The MPS Board and those it authorises to investigate matters may also require employees and Board Members to supply information, either written or verbal, on any matter relating to the general management of MPS. All employees and Board Members are required to co-operate fully with any such request. If the Board considers it necessary, it has express authority to obtain such external professional advice as it considers necessary.

The external and internal auditors shall always have direct access to MPS and upon a request by the auditors, the Chairperson of the MPS Board will convene meetings of the Board for this purpose.

6. REVIEW OF REMIT

A review of the MPS Board Remit shall be undertaken annually as part of the MHA Code of Governance review

LEVEL 1

Reserved to MHA Management Committee

1. Approval of the annual MPS Business Plan.
2. Approval of MPS's annual budget, annual accounts, and financial projections.
3. Approval of management accounts.
4. Approve 2 yearly precis of MPS business.

LEVEL 2

Delegated to MPS Board

1. Scrutiny of all MPS Business Plan, prior to presentation for MC approval.
2. Ensure all aspects of MPS service delivery achieve VFM.
3. Ensure MPS meets the requirements of the Group Service Level Agreement including annually reviewing the SLA Price Schedule.
4. Reviewing the Management Fee and Environmental Service Fees.
5. Review the Building Insurance premium.
6. Arrange the AGM for MPS.

LEVEL 3

Delegated to Management

1. Implement the KPI's in the MPS Business Plan.
2. Operational HR issues specifically related to staff related to MPS delivering MPS activities.
3. Service the Owners Forum and report to the MPS Board

Code of Governance
Part 6
DELEGATED FINANCIAL AUTHORITY

1. INTRODUCTION

This procedure note outlines the delegated financial limits set down by the MC. The MC is responsible for approving the budget and the financial projections on an annual basis. When MHA's financial arrangements are in place, the day-to-day financial matters are delegated to staff. MHA has an Audit & Risk Sub-Committee who operate to a clear remit as outlined in section 5 of the Code of Governance. This procedure note also takes account of MHA's Procurement Policy.

The Delegated Authority levels listed below are for staff to procure services, supplies and works. The same level of authority applies to each staff member for approving invoices for payment, except for Assistants, who do not have authority to approve invoices.

2. DELEGATED AUTHORITY TO STAFF

- a) **Capital Expenditure** (this is something physical like a building or equipment) **(excluding properties, including IT, motor vehicles, copiers etc.)**

EXPENDITURE	AUTHORISED BY
Under £5,000	Manager
Capital expenditure within agreed contract sums – between £5,000 & £10,000	Director of Asset
Capital expenditure within agreed contract sums – between £10,000 & £50,000	CEO's
Capital expenditure within agreed contract sums – over £50,000	Management Committee

- b) **Capital Expenditure (Properties – Maintenance, Asset & Development Related)**

EXPENDITURE	AUTHORISED BY
Purchase of a property	Management Committee
Asset/Component/Development expenditure within agreed contract sums – under £5,000	Maintenance Manager
Asset/Component/Development expenditure – between £5,000 & £10,000	Director of Asset
Asset/Component/Development expenditure – between £10,000 & £50,000	CEO's
Asset/Component/Development expenditure within agreed contract sums – over £50,000	Management Committee

The above delegated authorities should be read in conjunction with MHA's Procurement Policy & Procedures)

c) **Housing Services, Factoring & Office Administration Costs**

EXPENDITURE	AUTHORISED BY
Housing Services, Property Maintenance & Office Admin costs up to £500	Assistant
Housing Services, Property Maintenance & Office Admin costs up to £3,000	Officer
Housing Services, Property Maintenance & Office Admin costs up to £4,000	Senior Officer
Housing Services, Property Maintenance & Office Admin costs up to £5,000	Manager
Housing Services, Property Maintenance & Office Admin costs between £5,000 & £10,000	Head of Function
Housing Services, Property Maintenance & Office Admin costs between £10,000 & £50,000	CEO's
Housing Services, Property Maintenance & Office Admin costs over £50,000	Management Committee

Re-occurring expenditure more than £50,000 which have been previously approved by the MC (e.g. stair cleaning contract or an IT service) can be signed off by a member of the Leadership team).

d) **Staff Appointments, Salaries & Staff Costs**

EXPENDITURE	AUTHORISED BY
Staff appointments	Management Committee/CEO's
Temporary Staff	CEO's
Annual Salary Reviews	Management Committee
Staff Expenses	Line Managers
Committee Expenses	CEO
Director Expenses	Deputy CEO
Overtime	CEO's
Redundancies, settlements etc.	Management Committee

e) **Valuations** - The CEO is authorised to instruct valuations of sites and/or property, which offers potential consistent with the Development Strategy.

f) **Payment Runs** - All invoices are processed and paid electronically. The invoices are Interim Approved by the employee who authorised the work and Final Approved by either a manager or other relevant staff member (as per Delegated Authority levels above). Payments are approved as per Section 3, below. This double scrutiny procedure is reported to the Management Committee through quarterly financial reporting and is tested via sampling during the external audit by the Association's auditors. The staff member responsible for approving the Home Master Payments for Approval list, should also be sampling invoices from every supplier to ensure proper double scrutiny has taken place.

g) **Investment Funds** - The CEO and Finance/IT Manager are authorised to maximise the Association's return on investments, as set out in the Treasury Management Policy.

- h) Financial Conduct Authority** – The Finance & IT Manager is authorised the sign off the above annual return, this will be subsequently reported to the MC.
- i) Compensation** - MHA does not have a Compensation Policy. However, in situations where tenants or other customers have suffered loss and inconvenience, such matters are delegated to the CEO for attention. As a guide, the CEO will assess each potential case on its own merit and will take account of the following when deciding:
- 1) The nature of the claim
 - 2) The dates/ages of damaged goods (where relevant)
 - 3) Financial loss awarded up to the value of £5,000 (receipts provided where relevant)
 - 4) Good will gestures.
- The Finance/IT Manager will counter sign all compensation awards as a double scrutiny. A written record will be recorded with an update provided to the Officer Bearers.
- j) Non charging of works** – All works carried out by MHA’s inhouse team and external contractors will be recharged to owners. Any exemptions to this must be authorised by the CEO.
- k) Lease Agreements** – No employee is authorised to enter, or amend, a lease agreement without prior consent of the CEO’s.

3) AUTHORISED SIGNATORIES

Payments for Approval List (Home Master)	
Prepared by	Finance Assistant
Authorised by	Finance Officer/Finance Manager/ CEO’s
BACS Payment (Online Submission)	
Prepared/Uploaded by	Finance Assistant
Authorised/Payment Sent by	Finance Officer/Finance Manager/ CEO’s
Grant Offers – Stage 3 Adaptations	
Authorised by	Office Bearers/CEO’s
Grant Claims	Finance Officer/Finance Manager
Signing legal documents on behalf of MHA	
CEO	Subsequently reported to the Management Committee
Deputy CEO (in the absence of the CEO)	Subsequently reported to the Management Committee

THE ROLE OF OFFICE BEARERS – MILNBANK HOUSING ASSOCIATION

1) OFFICE BEARERS

The Management Committee (MC) will elect a chairperson and other Office Bearers, on an annual basis at the next scheduled Committee Meeting held after each AGM. The Secretary and the other Office Bearers will be controlled, supervised, and instructed by the Committee. The positions to be filled are:

- Chairperson
- Secretary
- Vice-Chairperson
- Treasurer

Nominations for these positions are proposed and seconded by the MC members. In situations where there is more than one nomination, Office Bearers will be elected by a majority of members present. Office Bearers must be elected Committee Members and cannot be Appointed Members. The duties and responsibilities of the Chairperson and Secretary are set out in the Rules, but generally the Office Bearers will be controlled, supervised, and instructed by the MC.

2) ROLE OF THE CHAIR

The Chairperson is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules, and the standing orders of MHA. The Chairperson will be delegated such powers as is required to allow the Chairperson to properly discharge the responsibilities of the office. Among the collective responsibilities of the Committee, on which the Chairperson will lead are that:

- The Committee works effectively with the CEO and other senior staff.
- An overview of business of MHA is maintained.
- The agenda for each meeting is set and time constraints are adhered to
- Meetings are conducted effectively.
- Minutes are approved and decisions and actions arising from meetings are

implemented.

- The Chairperson has a casting vote in the event of a ballot being equal, normally in this case, the chairperson remains within the status quo.
- The Standing Orders, Code of Conduct and other relevant policies and procedures affecting the governance of MHA are complied with.
- Where necessary, decisions are made under delegated authority for the effective operation of MHA between meetings.
- The Committee monitors the use of delegated powers.
- The Committee receives professional advice when it is needed.
- MHA is represented at external events appropriately.
- To undertake appraisal of the performance of Committee Members, and that the CEO's appraisal is carried out in accordance with the agreed policies and procedures of MHA.
- The training requirements of Committee Members, and the recruitment and induction of new Committee Members is undertaken.

3) THE ROLE OF THE SECRETARY

The Secretary is the named person as the association's main contact and is responsible for ensuring that MHA's business is conducted in the correct fashion. Among the responsibilities of the Secretary are: -

- Calling and going to all meetings of MHA and all the Committee Meetings.
- Keeping the minutes for all meetings of the Association and Committee.
- Sending out letters, notices calling meetings and relevant documents to Members before a meeting.
- Preparing and sending all the necessary reports to the Financial Conduct Authority and the SHR.
- Ensuring compliance with these Rules.
- Keeping the Register of Members and other registers required under these Rules.
- Supervision of the Association's seal.

4) THE ROLE OF THE VICE CHAIR

The Vice Chairperson is there to support the Chairperson and in his/her absence, take their duties of chairing the committee meeting in accordance with the above role description.

5) THE ROLE OF THE TREASURER

The Treasurer is responsible for ensuring that MHA's finances are in order and that the organisation remains viable.

6) THE ROLE OF MANAGEMENT COMMITTEE MEMBERS

a) SUMMARY OF THE KEY RESPONSIBILITIES

- Ensuring that Milnbank HA maintains its clear vision, mission, and strategic direction and is focused on achieving these.
- Being responsible for performance and for corporate behaviour.
- Ensuring compliance with all legal and regulatory requirements.
- Acting as guardians of MHA's assets, both tangible and intangible taking all due care over their security, deployment, and proper application.
- Ensuring that MHA's governance is of the highest possible standard.

b) MAIN COLLECTIVE DUTIES

Working as part of the collective MC, it is the duty of all committee members to:

- To ensure that MHA complies with all legal, regulatory and statutory requirements, abides by its Rules and meets standards laid down by the SHR and other relevant bodies.
- To provide collective leadership with the CEO and other senior staff to ensure that MHA has a clear vision, mission and strategic plan, and that there is a common understanding of these by Committee members and staff.
- To ensure the business, operational and other plans and policies support the vision, mission and strategic priorities and are regularly reviewed.
- To ensure there are effective mechanisms for listening to tenants and other service users and gathering their views, and that these are considered regularly by the MC.

- To review and agree methods for measuring progress in achieving the organisation's vision, mission, objectives and plans, and receive regular reports of performance against agreed targets across all areas on a regular basis.
- To exercise effective overall control of MHA's financial affairs and to ensure that the way in which the finance is administered is not open to abuse by unscrupulous associates, employees or volunteers; and that the systems of control are rigorous and constantly maintained through regular evaluation and improvement in the light of experience.
- To ensure that the major risks to which MHA is exposed are reviewed annually and that systems have been established to mitigate or minimise these risks.
- To appoint the CEO, agree his/her terms and conditions and hold the CEO to account for MHA's management and administration and ensure he/she receives regular constructive feedback on performance in managing the organisation and achieving targets or objectives.
- To ensure that MHA has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects, and that enables Committee members to fulfil their responsibilities.
- To ensure that the MC maintains the balance of skills; experience and diversity to govern Milnbank well, and has access to relevant external professional advice and expertise.
- To reflect annually on the Committee's performance and your own performance as a trustee.
- To ensure that there is a systematic, open and fair procedure for the recruitment or co-option of Committee members.
- To ensure that there are succession plans for the Chair and the CEO.
- To ensure that major decisions and board policies are made by the trustees acting collectively.
- To act reasonably, prudently and collectively in all matters relating to Milnbank HA and always to act in the interests of the Association.

c) MAIN DUTIES AS AN INDIVIDUAL COMMITTEE MEMBER

- To act with personal integrity at all times, declaring any interests, abiding by the Code of Governance for Governing Body Members, and MHA's own rules and standing orders, and maintaining the interests and good name of Milnbank.
- To treat all information gained by virtue of being a committee member in strictest confidence while promoting an ethos of openness and accountability.
- To abide by and promote MHA's commitment to equality and diversity.
- To attend committee meetings, participating in discussions and decision-making and abiding by the decisions made.
- To read all reports and papers in advance of meetings and to raise questions about any areas which require clarification or further information.

- To participate in individual and collective development and training of Committee members and to otherwise keep abreast of general policy developments related to MHA's work.
- To promote MHA's objectives, work and good name.
- To support all decisions taken by the Committee.
- To reflect annually on your own performance as a Committee member.
- To abide by the code of conduct for Committee members.

d) SKILLS, EXPERIENCE AND COMPETENCIES

There is a range of skills, experience and competencies that committee members bring, both collectively and as individuals. Through working together, MHA's Committee aims to bring the following:

- Strategic thinking (financial, housing, business issues etc.)
- Good verbal communication
- Problem solving and reasoning.
- Ability to challenge objectively and constructively.
- Self-awareness
- Commitment to equality and diversity (disability & inclusion)
- Understanding of and commitment to MHA's purpose and values
- Ability to make the time commitment to attend and contribute to meetings (includes reading & preparation for meetings, training etc.)

APPENDIX B



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Co-operative and Community Benefit Societies Act 2014

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Milnbank Housing Association Limited

Registration number: 1818 RS

Date: **17 October 2023**



All previous Rules rescinded

These are the

Rules of

Milnbank Housing Association Limited
(registered society number: 1818RS)

(as approved by the members in general meeting on 21 September 2023)

Based upon
SFHA Charitable Model Rules (Scotland) 2020

Registered under the
Co-operative and Community Benefit Societies Act
2014 and the Housing (Scotland) Act 2010

**Published by the Scottish Federation of Housing Associations
in co-operation with The Scottish Housing Regulator**

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INTRODUCTION

Name

- 1 The name of the Society shall be Milnbank Housing Association Limited (hereinafter referred to as "the Association").

Objects

- 2 The objects of the Association are:
 - 2.1 to provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care; and
 - 2.2 any other purpose or object permitted under Section 24 of the Housing (Scotland) Act 2010 which is charitable both for the purposes of Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also in relation to the application of the Taxes Acts.
 - 2.3 We will operate in the geographical areas bounded to the North by the M8 Motorway from the junction with Provan Road, West to the junction with Castle Street. From Castle Street the boundary runs South into High Street to the junction with Gallowgate. The boundary then runs East along Gallowgate and Biggar Street to the junction with Duke Street, then North West along Duke Street to the junction with Todd Street. From this point it runs North along Todd Street, Ledaig Street, Cumbernauld Road and Provan Road to the junction with the M8 Motorway.
- 3 The permitted activities and powers of the Association will include anything which is necessary or expedient to help the Association achieve these objects.
 - 4.1 The Association shall not trade for profit and any profits shall only be applied for the purpose of furthering the Association's objects and/or in accordance with these Rules.
 - 4.2 Nothing shall be paid or transferred by way of profit to Members.
- 5 The registered office of the Association is at : 53 Ballindalloch Drive, Dennistoun, Glasgow, G31 3DQ.

MEMBERSHIP

- 6 The Members of the Association shall be those persons or organisations who hold a share in the Association and whose names are entered in the Register of Members. Members must live within the area in which the Association operates, as set out in Rule 2.3. This does not apply to an organisation which is a Member.

Applying for Membership

- 7.1 The Committee shall set, review and publish its membership policy for admitting new Members. Subject to the provisions of Rule 7.2 the following shall be eligible to become Members:-
- 7.1.1 Tenants of the Association;
 - 7.1.2 Service users of the Association;
 - 7.1.3 Other persons who support the objects of the Association;
 - 7.1.4 Organisations sympathetic to the objects of the Association.
- 7.2 If you are applying for membership you must send a completed and signed application form and the sum of one pound (which will be returned to you if the application is not approved) to the Association's registered office and you must live within the area in which we operate (except for an organisation which is a Member). Whilst it is the Association's intention to encourage membership, the Committee has absolute discretion in deciding on applications for membership and the following shall constitute grounds for refusal of an application for membership:-
- 7.2.1 Where membership would be contrary to the Association's Rules or policies; or
 - 7.2.2 Where a conflict of interest may exist which, even allowing for the disclosure of such an interest, may adversely affect the work of the Association; or
 - 7.2.3 Where the Committee considers that accepting the application would not be in the best interests of the Association.
- 7.3 Your application shall be considered by the Committee as soon as reasonably practicable after its receipt by the Association. An application for membership will not be considered by the Committee within the period of fourteen days before the date of a general meeting. The Committee has the power in its absolute discretion to accept or reject the application.
- 7.4 If the Committee approve your application, you will immediately become a Member and your name and other necessary particulars will be included in the Register of Members within seven working days. You will then be issued one share in the Association.
- 8 You can apply for membership of the Association from the age of 16.
- 9 No Member can hold more than one share in the Association.
- 10 If you change your address, you must let the Association know by writing to the Secretary at the registered office within three months. This requirement does not apply if you are a tenant of the Association and have moved home by transferring your tenancy to another property owned and managed by the Association.

ENDING YOUR MEMBERSHIP

- 11.1 Your membership of the Association will end and the Committee will cancel your share and record the ending of your membership in the Register of Members if:-
 - 11.1.1 You resign your membership giving seven days' notice in writing to the Secretary at the registered office; or
 - 11.1.2 The Committee reasonably believes that you have failed to tell the Association of a change of address as required by Rule 10 or your main home is no longer located in the area within which we operate as set out in Rule 2.3; or
 - 11.1.3 For five annual general meetings in a row you have not attended, submitted apologies, exercised a postal vote or appointed a representative to attend and vote on your behalf by proxy; or
 - 11.1.4 The Association receives a complaint about your behaviour and two-thirds of the Members voting at a special general meeting agree to end your membership. The following conditions apply to this procedure:
 - 11.1.4.1 the complaint must be in writing and must relate to behaviour which could harm the interests of the Association;
 - 11.1.4.2 the Secretary must notify the Member of the complaint in writing not less than one calendar month before the meeting takes place;
 - 11.1.4.3 the notice for the special general meeting will give details of the business for which the meeting is being called;
 - 11.1.4.4 you will be called to answer the complaint at the meeting. The Members present will consider the evidence supporting the complaint and any evidence you decide to introduce;
 - 11.1.4.5 the Members can vote in person or through a representative by proxy;
 - 11.1.4.6 if you receive proper notice but do not go to the meeting without providing a good reason, the meeting will go ahead without you and the Members will be entitled to vote to end your membership.
- 11.2 If your membership is ended in accordance with Rule 11.1.4, you will immediately cease to be a Member from the date that the resolution to end your membership was passed and any further application for membership by you will need to be approved by two-thirds of the Members voting at a general meeting.

REPRESENTING AN ORGANISATION

- 12.1 An organisation which is a Member is free to nominate any person it considers suitable as its representative to the Association. That person will represent all of the organisation's rights and powers at general meetings.
- 12.2 To confirm the identity of a representative, the organisation must send the Association a copy of the authorisation or appointment of an individual as a representative. This should be signed by a Director, Secretary or Authorised Signatory of the organisation which signature must be witnessed, or in the case of a local authority, by the Chief Executive, or properly authorised Officer of the local authority.
- 12.3 An organisation can change the identity of the person entitled to represent that organisation at any time by confirming the identity of the new representative in terms of Rule 12.2 and withdrawing the authority of the original representative.
- 12.4 If you are a representative in terms of Rule 12.2, of an organisation which is a Member, you cannot be a Member as an individual yourself. If you are already a Member as an individual when you start to represent an organisation which is a Member, the Association will suspend your membership as an individual, until such time as you are no longer a representative of an organisation which is a Member.

SHARE CAPITAL

Shares

- 13 The share capital of the Association will be raised by issuing one-pound shares to Members. Shares cannot be held jointly. Joint tenants of the Association may each become individual Members.
- 14 There is no interest, dividend or bonus payable on shares.

Transferring Shares

- 15 You shall not be entitled to any property of the Association in your capacity as Member and your share is not withdrawable or transferable save in the circumstances set out in Rules 16 and 17.
- 16 You cannot sell your share but you can transfer it if the Committee agrees.
- 17.1 If you die or end your membership or have your membership ended, or you are a representative of an organisation which no longer exists, the Committee will cancel your share (except in those circumstances outlined in Rules 17.2 and 17.3) and the value of the share will then belong to the Association.

- 17.2 You can nominate the person to whom the Association must transfer your share in the Association when you die, as long as the person that you nominate is eligible for membership under these Rules and in terms of the Association's membership policies. On being notified of your death, the Committee shall transfer or pay the full value of your share to the person you have identified. Your nomination must be in the terms required by the Co-operative and Community Benefit Societies Act 2014.
- 17.3 If you die or become bankrupt and your personal representative or trustee in bankruptcy seeks to claim your share, the Committee (to the extent that your personal representative or trustee in bankruptcy has right) will transfer or pay the value of your share in terms of your representative's or trustee's instructions.

BORROWING POWERS

- 18.1 The Association can borrow money as long as the total borrowing at any time is not more than £100million.
- 18.2 In respect of any proposed borrowing for the purposes of Rule 18.1, the amount remaining undischarged of any index-linked loan previously borrowed by the Association or any deep discounted security shall be deemed to be the amount needed to repay such borrowing in full if the pre-existing borrowing became repayable in full at the time of the proposed borrowing.
- 18.3 For the purposes of Rule 18.1 in respect of any proposed borrowing intended to be index-linked or on any deep discounted security the amount of borrowings shall be deemed to be the proceeds of such proposed borrowings that would be receivable by the Association at the time of the proposed borrowing.
- 18.4 The Association will not pay more than the market rate of interest as determined by the Committee having regard to the terms of the loan on any money borrowed.
- 18.5 The Association will not accept money on deposit.
- 18.6 The Association can lend money to an organisation which is a subsidiary of the Association within the meaning of the Companies Act 2006 or the Co-operative and Community Benefit Societies Act 2014 at a market rate of interest as determined by the Committee having regard to the terms of the loan. Where the Association is using a loan facility to on lend it must comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.
- 18.7 The Association may borrow money from such lawful sources as is permitted by its Treasury Management Policy subject always to the requirement that the Association will comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.
- 18.8 Subject to the foregoing provisions the Committee can determine and change the conditions under which the Association borrows or lends money.
19. The Association shall not lend money to Members.

GENERAL MEETINGS

20. Notwithstanding any other provisions of the Rules (which shall be subject to the terms of this Rule 20) a Member cannot insist on attending a general meeting of the Members, or voting at the meeting, by any particular means. Further, the Committee shall determine in relation to each general meeting the means of attendance at and participation in the meeting, and the following provisions shall apply to the conduct of general meetings:
- 20.1 A general meeting need not be held in any particular place and the meeting may be held without any number of those participating in the meeting being together at the same place;
 - 20.2 A general meeting may be held by any means which permits the Members attending to hear and comment on the proceedings during the meeting. This may include enabling attendance and participation by means of electronic facility or facilities and/or by simultaneous attendance and participation at a satellite meeting place or places (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances). Members attending the meeting by such means shall be present at the meeting for the purposes of the quorum in Rule 24; and
 - 20.3 A Member is able to exercise the right to vote at a meeting (including if a poll is required) by such means as is determined by the Chairperson and which permits the Member's vote to be taken into account in determining whether or not a resolution is passed.

Annual General Meeting

21. The Association will hold a general meeting known as the annual general meeting within six months of the end of each financial year of the Association. The functions of the annual general meeting are to:
- 21.1 present the Chairperson's report on the Association's activities for the previous year;
 - 21.2 present the accounts, balance sheet and auditor's report;
 - 21.3 elect Committee Members.
 - 21.4 appoint the auditor for the following year; and
 - 21.5 consider any other general business included in the notice calling the meeting.

Special General Meeting

- 22.1 All general meetings other than annual general meetings are known as special general meetings. The Secretary will call a special general meeting if:
- 22.1.1 the Committee requests one; or
 - 22.1.2 At least four Members request one in writing. If there are more than 40 Members, at least one tenth of all the Members must ask for the meeting.
- 22.2 Whoever asks for the meeting must give the Secretary details of the business to be discussed at the meeting.
- 22.3 If a special general meeting is requested, the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the Members' request. The Secretary should decide on a time, date and place for the meeting in consultation with the Committee or the Chairperson, but if such consultation is not practicable the Secretary can on his/her own decide the time, date and place for the meeting.
- 22.4 If the Secretary fails to call the meeting within 10 days, the Committee or the Members who requested the meeting can arrange the meeting themselves.
- 22.5 A special general meeting must not discuss any business other than the business mentioned in the notice calling the meeting.

Notice for Meetings

- 23.1 The Secretary will call all general meetings by written notice posted or sent by email to every Member at the address, or email address, given in the Register of Members at least 14 days before the date of the meeting. This notice will give details of:
- 23.1.1 the time, date and place of the meeting;
 - 23.1.2 if the meeting is to be held by means of electronic facility or facilities, the notice shall: include a statement to that effect; specify the means, or all different means, of attendance and participation at the meeting; and state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting;
 - 23.1.3 whether the meeting is an annual or special general meeting;
 - 23.1.4 the business for which the meeting is being called.

- 23.2 The Committee may ask the Secretary to include with the letter or send separately to Members any relevant papers or accounts. If a Member does not receive notice of a meeting or papers relating to the meeting, this will not stop the meeting going ahead as planned. Each communication sent to a Member by post, addressed to his or her registered address, shall be deemed to have arrived forty eight hours after being posted. Each communication sent to a Member by email shall be deemed to have arrived on the day it is sent. At any general meeting at which Members are entitled to participate by means of electronic facility or facilities (determined by the Committee pursuant to Rule 20), if any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Association shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.
- 23.3 The proceedings of a meeting shall not be invalidated by the inadvertent failure of the Association to send a notice calling the meeting to any Member.

Procedure at General Meetings

- 24.1 For a meeting to take place there must be at least seven Members either present at the meeting or represented by a representative approved in terms of Rule 27.1. If there are more than 70 Members, at least one-tenth must either be present or represented by a representative in terms of Rule 27.1.
- 24.2 If not enough Members are present in person or by representative within half an hour of the time the meeting was scheduled to start, the meeting shall be rescheduled to the same day the following week at the same time and at such place as may be fixed by the Chairperson of the meeting and announced at the meeting. There is no need to give notice to Members of the rescheduled meeting. If at that meeting there are not enough Members present in person or by representative at the scheduled starting time the meeting can still go ahead.
- 25 If a majority of Members present agree, the Chairperson of a meeting can adjourn the meeting. No business can be discussed at the adjourned meeting other than the business not reached or left unfinished at the original meeting. There is no need to give notice to Members of the adjourned meeting.
- 26.1 The Chairperson of the Committee will be Chairperson at all meetings of the Association. If there is no Chairperson or he/she is not present or willing to act, the Members present must elect a Member of the Committee to be Chairperson of the meeting. If no Committee Members are present, the Members present must elect a Member to be Chairperson of the meeting.
- 26.2 If the Chairperson arrives later, after the meeting has commenced, s/he will take over as Chairperson of the meeting as soon as the current agenda item is concluded.

Proxies/Representatives/Postal Votes

- 27.1 To appoint a representative to vote on your behalf by proxy, you must let the Association have a properly completed document in the form shown in Appendix 1. Your representative does not need to be a Member. The document must reach the Association at least five days before the meeting at which you want to be represented. The Chairperson shall not be entitled to act as a representative for any other Member.
- 27.2 If there is any doubt about whether your representative has authority to vote, the Chairperson will decide and his/her decision will be final.
- 27.3 The maximum number of proxy votes that may be cast by any one person is 10.
- 27.4 To reverse your appointment of a representative, you must let the Association have a properly completed document in the form shown in Appendix 2. The document must be presented to the Association before the meeting at which you no longer want to be represented convenes. Alternatively, if you declare yourself present before the meeting convenes, the appointment of a representative to vote on your behalf will automatically fall.
- 27.5 The Chairperson will report to the meeting the details of any documents seeking to appoint a representative received but which are not valid. If you represent an organisation, your authorisation or appointment as a representative requires to be in accordance with the terms of Rule 12.2.
- 27.6 If there is to be an election of Committee Members at an Annual General Meeting, you can vote by post. Not less than 14 days before a meeting is held at which one or more Committee Members will be elected, you will receive a ballot paper for the election. You can vote in the election by returning the ballot paper to the Secretary at least 5 days before the day of the meeting, or by bringing your ballot paper along to the meeting.

Voting

- 28 If a decision of a meeting is put to the vote, the outcome will be determined by the majority of those Members voting. Voting will be by a show of hands except where a poll is requested or required or where members are participating by means of electronic facility or facilities. Votes cannot be taken on resolutions which conflict with any provisions of these Rules or the law.
- 29.1 Where a vote is by a show of hands every Member present in person has one vote. Where a vote is by a poll or conducted by means of electronic facility or facilities every Member present in person or who has appointed a representative has one vote. Where electronic means of participation are being used, or an appointed proxy is present, and he/she advises the Chairperson, the Chairperson shall direct that the vote is by a poll or by the available electronic means.
- 29.2 In relation to the election of Committee Members, the vote is by a poll using the ballot paper issued to the Members prior to the meeting; votes received by post in advance of the meeting will be counted in the total number of votes at the meeting.

- 30 If there is an equal number of votes for and against a resolution, or in relation to the election of Committee Members, the Chairperson will have a second and deciding vote. The Chairperson's announcement of the decision of a vote will be final and conclusive. The decision is then recorded in the minutes of the meeting. There is no need to record the number of votes for or against the decision.
- 31.1 A poll can be required before or immediately after a vote by a show of hands, if at least one-tenth of the Members present at the meeting (in person or by proxy through a representative appointed in accordance with Rule 27.1) request this.
- 31.2 A poll must take place as soon as the Chairperson has agreed to it, in line with the Chairperson's instructions. The result of the poll will stand as the decision of the meeting.

Proceedings at General Meetings

- 32 All speakers must direct their words to the Chairperson. All Members must remain quiet and orderly while this is happening.
- 33 You will not be allowed to speak more than once on any individual matter unless it is to explain something or ask for an explanation until every other Member has had the chance to speak. You will then have the opportunity to speak a second time on a matter but only if the Chairperson agrees. Where the Chairperson raised the matter for discussion initially, she/he shall be permitted to make a final reply on the matter.
- 34 The Chairperson will decide how long each speaker is allowed to speak, allowing equal time to each speaker.
- 35 If any point arises which is not covered in these Rules, the Chairperson will give his/her ruling. If the Chairperson's ruling is challenged by more than one person, the Chairperson will step down and those present will decide the point raised on a majority vote. If the vote is tied, the Chairperson's original ruling is carried.
- 36 Meetings must not last longer than two hours unless at least two-thirds of the Members present agree after the end of that time to continue the meeting.

THE COMMITTEE OF MANAGEMENT

Composition of the Committee

- 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.
- 37.2 The Association shall keep up to date a register of the names of the Committee Members which shall be made available to any person at no cost. The names of Committee Members will also be published by the Association on its website, and in its annual reports and other similar documentation.
- 37.3 A person must be aged 16 or over to become a Committee Member, however appointed. A person must also be a Member to become a Committee Member (including any person appointed to fill a casual vacancy) unless they are appointed as a co-optee or appointed by The Scottish Housing Regulator.
- 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 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.
- 37.5 No Committee Member may take office until they have agreed to and signed the Association's code of conduct for Committee Members.

- 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 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.
- 37.7 Each of the Committee Members shall, in exercising his/her role as a Committee Member, act in the best interests of the Association, its tenants and service users and will not place any personal or other interests ahead of his/her primary duty to the Association; and, in particular, must:-
- 37.7.1 seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its objects.
 - 37.7.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
 - 37.7.3 in circumstances giving rise to the possibility of a conflict of interest between the Association and any other party:-
 - 37.7.3.1 put the interests of the Association before that of the other party, in taking decisions as a Committee Member;
 - 37.7.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other Committee Members with regard to the matter in question.
 - 37.7.4 ensure that the Association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
- 37.8 The Committee can require that a Committee Member who is being investigated for a potential breach of the Association's Code of Conduct for Committee Members take leave of absence and not attend any meeting in his or her capacity as Committee Member until the Committee has completed its consideration of the potential breach. When on such leave of absence, the Committee Member will not be entitled to receive minutes and/or documents in his or her capacity as a Committee Member relating to the business of the Association.

Interests

- 38.1 The Committee shall set and periodically review its policy on payments and benefits. If a person is a Member, employee of the Association or serves on the Committee or any sub-committee he/she must not receive any payment or benefit unless it is permitted by the policy. In making any payment or conferring any benefit the Association shall act at all times with transparency, honesty and propriety.

- 38.2 If a person serves on the Committee or any sub-committee he/she must declare any personal or other external interests on an annual basis in accordance with the Association's Code of Conduct for Committee Members. If while serving on the Committee that person has any conflict of interest in any contract or other matter about to be discussed at a meeting, he/she must tell the Committee. He/she will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held. If that person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted.
- 38.3 If a person serves on the Committee or any sub-committee he/she must not receive any payment or benefit unless it is permitted by the Charities and Trustee Investment (Scotland) Act 2005 and as set out in the Association's policy referred to in Rule 38.1. He/she shall also comply with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 in respect of any conflict of interest that might arise.

ELECTING COMMITTEE MEMBERS

- 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.
- 39.3 Committee Members must also retire if they have been co-opted onto the Committee under Rule 42.1 or have filled casual vacancies under Rule 41.
- 39.4 If 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.
- 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.

- 40.2 The Association will post or send by email intimation of the intended date of the annual general meeting and information on the nomination procedure to each Member at the address, or email address, given in the Register of Members of the Association not less than 28 days before the date of the meeting. Nominations for election to the Committee can be made only by Members, must be in writing and in the form specified by the Association and must give the full name, address and occupation of the Member being nominated. A Member cannot nominate himself/herself for election to the Committee. Nominations must be signed by and include a signed statement from the Member being nominated to show that they are eligible to join the Committee in accordance with Rules 37.4 and 43, and that they are willing to be elected. 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 21 days before the general meeting.
- 40.3 A nomination for election to the Committee can be rejected by a decision by not fewer than three quarters of the Committee Members on one or more of the following grounds:-
- 40.3.1 where election to the Committee would be contrary to the Association's Rules or policies; or
 - 40.3.2 where a conflict of interest may exist which, even allowing for the disclosure of such an interest may adversely affect the work of the Association; or
 - 40.3.3 where there is clear evidence of relevant circumstances from which it is concluded that election to the Committee would not be in the best interests of the Association.
- 40.4 The rejection of a nomination for election to the Committee shall be notified to the Member concerned in writing at any time prior to the date of the relevant annual general meeting.
- 41 If an 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.

Co-optees

- 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.

- 42.2 A person appointed as a co-optee shall undertake the role of Committee Member or member of a sub-committee and accordingly will be subject to the duties and responsibilities of a Committee Member. Co-optees can take part in discussions at the Committee or any sub-committees and vote at Committee and sub-committee meetings on all matters except those which directly affect the Rules, the membership of the Association or the election of the Association's Office Bearers. Co-optees may not stand for election, nor be elected as one of the Office Bearers of the Committee.
- 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.

Eligibility for the Committee

- 43.1 A person will not be eligible to be a Committee Member and cannot be appointed, or elected, or remain, as such if:-
- 43.1.1 he/she is an undischarged bankrupt, has granted a trust deed which has not been discharged or is in a current Debt Payment Plan under the Debt Arrangement Scheme (in terms of the Debt Arrangement Scheme (Scotland) Regulations 2011); or
 - 43.1.2 he/she has been convicted of an offence involving dishonesty which is not spent by virtue of the Rehabilitation of Offenders Act 1974 or an offence under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 43.1.3 he/she is a party to any legal proceedings in any Court of Law by or against the Association; or
 - 43.1.4 he/she is or will be unable to attend the Committee Meetings for a period of 12 months; or
 - 43.1.5 he/she has been removed from the Committee of another registered social landlord within the previous five years; or
 - 43.1.6 he/she has resigned from the Committee in the previous five years in circumstances where the resignation was submitted after the date of his/her receipt of notice of a special committee meeting convened to consider a resolution for his/her removal from the Committee in terms of Rule 44.5; or
 - 43.1.7 he/she has been removed from the Committee in terms of Rules 44.4 or 44.5 within the previous five years; or
 - 43.1.8 he/she has been removed, disqualified or suspended from a position of management or control of a charity under the provisions of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or the Charities and Trustee Investment (Scotland) Act 2005; or

- 43.1.9 he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commissioners for England and Wales or by Her Majesty's High Court of Justice in England on the grounds of any misconduct in the administration of the charity for which he/she were responsible or to which he/she were privy, or which his/her conduct contributed to or facilitated; or
 - 43.1.10 a disqualification order or disqualification undertaking has been made against that person under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (which relate to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company); or
 - 43.1.11 his/her nomination for election to the Committee has been rejected in accordance with Rule 40.3 during the period between the return of the completed nomination form and the commencement of the relevant Annual General Meeting.
- 43.2 A person cannot be re-elected or nominated as a Committee Member if the Committee is not satisfied under Rule 37.6 of the individual's continued effectiveness as a Committee Member. In these circumstances the Committee must either (a) not allow the individual to stand for re-election or (b) not accept the nomination.
- 44 A Committee Member will cease to be a Committee Member if:
- 44.1 he/she resigns his/her position as a Committee Member in writing; or
 - 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
 - 44.3 he/she misses four Management Committee meetings in a row without special leave of absence previously being granted by the Committee either at his/her request or by exercise of the Committee's discretion; or
 - 44.4 the majority of Members voting at a general meeting decide this. (The Members at the meeting may then elect someone to take his/her place. If a replacement is not elected at the meeting, the Committee may appoint a Committee Member in terms of Rule 41); or
 - 44.5 the majority of those remaining Committee Members present and voting at a special meeting of the Committee convened for the purpose decide to remove him/her as a Committee Member. The resolution to remove him/her as a Committee Member must relate to one of the following issues:

- 44.5.1 failure to perform to the published standards laid down by the Scottish Federation of Housing Associations and/or The Scottish Housing Regulator adopted and operated by the Association;
 - 44.5.2 failure to sign or failure to comply with the Association's Code of Conduct for Committee Members; or
 - 44.5.3 a breach of the Association's Rules, standing orders or other policy requirements;
- 44.6 he/she becomes ineligible as a Committee Member in terms of Rule 43; or
 - 44.7 he/she is a co-optee or was appointed to fill a casual vacancy and whose period of office is ended in accordance with Rules 39.1 or 42.1; or
 - 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.

POWERS OF THE COMMITTEE OF MANAGEMENT

- 45 The Committee is responsible for directing the affairs of the Association and its business and may do anything lawful which is necessary or expedient to achieve the objects of the Association. The Committee is not permitted to exercise any powers which are reserved to the Association in general meetings either by these Rules or by statute. The Committee is responsible for the leadership, strategic direction and control of the Association with the aim of achieving good outcomes for its tenants and other service users in accordance with Regulatory Standards and Guidance issued by The Scottish Housing Regulator from time to time. The Committee is responsible for ensuring that the Association can demonstrate its governance and financial arrangements are such as to meet all the requirements of The Scottish Housing Regulator's Regulatory Framework.
- 46 The Committee acts in the name of the Association in everything it does. A third party acting in good faith and without prior notice does not need to check if the powers of the Committee have been restricted, unless they are already aware that such a restriction may exist.
- 47 Amongst its most important powers, the Committee can:-
 - 47.1 buy, sell, build upon, lease or exchange any land and accept responsibility for any related contracts and expenses.

- 47.2 agree the terms of engagement and remuneration of anyone employed in connection with the business of the Association and act as employer for anyone employed by the Association and, 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 such payments, agree terms with any employee or former employee outwith that person's terms and conditions of employment.
- 47.3 grant heritable securities over land owned by the Association and floating charges over all or any part of property and assets both present and in future owned by the Association. This includes accepting responsibility for any related expenses.
- 47.4 decide, monitor and vary the terms and conditions under which property owned by the Association is to be let, managed, used or disposed of.
- 47.5 appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association's business.
- 47.6 refund any necessary expenses as are wholly necessary incurred by Committee Members and sub-committee members in connection with their duties.
- 47.7 compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Association.
- 47.8 accept donations in support of the activities of the Association.

COMMITTEE PROCEDURE

- 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.
- 49 The Committee will continue to act while it has vacancies for Members. However, if at any time the number of Committee Members falls below seven, the Committee can continue to act only for another two months. If at the end of that period the Committee has not found new Members to bring the number of Committee Members up to seven, the only power it will have is to act to bring the number of Committee Members up to seven.

- 50 Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by email to the last such address for such communications given to the Secretary at least seven days before the date of the meeting. The accidental failure to give notice to a Committee Member or the failure of the Committee Member to receive such notice shall not invalidate the proceeding of the relevant meeting.
51. Meetings of the Committee can take place in any manner which permits those attending to hear and comment on the proceedings.
- 52 All speakers must direct their words to the Chairperson. All Committee Members must remain quiet and maintain order while this is happening. The Chairperson will decide who can speak and for how long.
- 53 If any point arises which is not covered in these Rules, the Chairperson will give his/her ruling which will be final.
- 54 All acts done in good faith as a result of a Committee Meeting or sub-committee meeting will be valid even if it is discovered afterwards that a Committee Member was not entitled to be on the Committee.
- 55 A written resolution signed by not fewer than three quarters of the Committee Members or three quarters of the members of a sub-committee will be as valid as if it had been passed at a Committee Meeting or sub-committee meeting duly called and constituted.

Special Committee Meetings

- 56.1 The Chairperson or two Committee Members can request a special meeting of the Committee by writing to the Secretary with details of the business to be discussed. The Secretary will send a copy of the request to all Committee Members within three working days of receiving it. The meeting will take place at a place mutually convenient for the majority of Committee Members, normally the usual place where Committee Meetings are held, between 10 and 14 days after the Secretary receives the request.
- 56.2 No other business may be discussed at the meeting other than the business for which the meeting has been called.
- 56.3 If the Secretary does not call the special meeting as set out above, the Chairperson or the Committee Members who request the meeting can call the meeting. In this case, they must write to all Committee Members at least seven days before the date of the meeting.
- 57 If a Committee Member does not receive notice of the meeting, this will not prevent the meeting going ahead.

Sub-committees

- 58.1 The Committee can delegate its powers to sub-committees or to staff or to Office Bearers. The Committee will establish the terms of reference for such delegation, which will be set down in writing and communicated to the recipient of the delegated powers. Such delegation will be set out down in writing in standing orders, schemes of delegated authority or other appropriate documentation. In the case of a sub-committee such delegation shall include the purposes of the sub-committee, its composition and quorum for meetings. A minimum number of members for a sub-committee shall be three. There must be at least three of the members of a sub-committee present for the meeting to take place. The Committee shall be responsible for the on-going monitoring and evaluation of the use of delegated powers.
- 58.2 The meetings and procedures of sub-committees or otherwise must comply with the relevant terms of reference.
- 58.3 Any decision made by sub-committee must be reported to the next Committee Meeting.
- 58.4 The Committee can establish and delegate powers to sub committees, designated as Area Committees, to take decisions relating to the management and maintenance of properties within a particular geographical area. The Committee will determine the membership and delegated responsibility of an Area Committee in its terms of reference. An Area Committee shall exercise such delegated powers notwithstanding the provisions of Rules 42.1 and 42.3 which provisions shall not apply to Area Committees.

THE SECRETARY AND OFFICE BEARERS

- 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 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.
- 59.2 The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.
- 59.3 The Secretary's duties include the following (these duties can be delegated to an appropriate employee with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner):
- 59.3.1 calling and going to all meetings of the Association and all the Committee Meetings;
 - 59.3.2 keeping the minutes for all meetings of the Association and Committee;
 - 59.3.3 sending out letters, notices calling meetings and relevant documents to Members before a meeting;
 - 59.3.4 preparing and sending all the necessary reports to the Financial Conduct Authority and The Scottish Housing Regulator;
 - 59.3.5 ensuring compliance with these Rules;
 - 59.3.6 keeping the Register of Members and other registers required under these Rules; and
 - 59.3.7 supervision of the Association's seal.
- 59.4 The Secretary must produce or give up all the Association's books, registers, documents and property whenever requested by a resolution of the Committee, or of a general meeting.
- 59.5 The Chairperson of the Association, the Secretary and any other Office Bearers the Committee considers necessary, will be appointed on an annual basis at the next scheduled Committee Meeting held after each annual general meeting.

Role of the Chair

- 59.6 The Chairperson is responsible for the leadership of the Committee and ensuring its effectiveness in all aspects of the Committee's role and to ensure that the Committee properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chairperson will be delegated such powers as is required to allow the Chairperson to properly discharge the responsibilities of the office. Among the collective responsibilities of the Committee, on which the Chairperson will lead, are that:-
- 59.6.1 the Committee works effectively with the senior staff;
 - 59.6.2 an overview of business of the Association is maintained;
 - 59.6.3 the Agenda for each meeting is set;
 - 59.6.4 meetings are conducted effectively;
 - 59.6.5 minutes are approved and decisions and actions arising from meetings are implemented;
 - 59.6.6 the standing orders, code of conduct for Committee Members and other relevant policies and procedures affecting the governance of the Association are complied with;
 - 59.6.7 where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
 - 59.6.8 the Committee monitors the use of delegated powers;
 - 59.6.9 the Committee receives professional advice when it is needed;
 - 59.6.10 the Association is represented at external events appropriately;
 - 59.6.11 appraisal of the performance of Committee Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association; and
 - 59.6.12 the training requirements of Committee Members, and the recruitment and induction of new Committee Members is undertaken.
- 59.7 The Chairperson must be elected from the Committee Members (excluding co-optees) and must be prepared to act as Chairperson until the end of the next annual general meeting (unless s/he resigns the post). The Chairperson can only be required to resign if a majority of the remaining Committee Members present at a special meeting agree to this.
- 59.8 If the Chairperson is not present at a Committee meeting or is not willing to act, the Committee Members present will elect another Committee Member to be Chairperson for the Committee Meeting. If the Chairperson arrives at the meeting late, s/he will take over as Chairperson of the Committee meeting as soon as the current agenda item is concluded.

- 59.9 If the votes of the Committee Members are divided equally for and against an issue, the Chairperson will have a second and deciding vote.
- 59.10 The Chairperson can resign his/her office in writing to the Secretary and must resign if s/he leaves the Committee or is prevented from standing for, or being elected to the Committee under Rule 43. The Committee will then elect another Committee Member as Chairperson.
- 59.11 The Chairperson can be re-elected but must not hold office continuously for more than five years.

FINANCIAL GUARANTEES FOR OFFICERS

- 60.1 The Committee shall take out fidelity guarantee insurance to cover all Office Bearers and employees who receive or are responsible for the Association's money, or, these office bearers and employees must be covered by a bond as set out in Schedule 1 of the Co-operative and Community Benefit Societies Act 2014, or a guarantee under which they promise to account for and repay money due to the Association accurately.
- 60.2 The Committee shall have the power to purchase and maintain indemnity insurance for, or for the benefit of, persons who are, or were at any time, Committee Members, officers or employees of the Association. A Committee Member may form part of a quorum and vote at a meeting where such insurance is under consideration notwithstanding the terms of Rules 38.1 and 38.2.
- 61 Office Bearers and employees will not be responsible for the Association's loss while they are carrying out their duties unless there has been gross negligence or dishonesty. If an Office Bearer or employee is dishonest, the Association will try to recover any loss that it has suffered and may alert the police or other relevant authority.

THE COMMITTEE'S MINUTES, SEAL, REGISTERS AND BOOKS

Minutes

- 62 Minutes of every general meeting, Committee Meeting and sub-committee meeting must be kept. Those minutes must be presented at the next appropriate meeting and if accepted as a true record, signed by the Chairperson of the meeting at which they are presented. All minutes signed by the Chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting.

Execution of Documents and Seal

- 63 The Association shall execute deeds and documents in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 and record the execution in the register. The use of a common seal is not required. The Association may have a seal which the Secretary must keep in a secure place unless the Committee decides that someone else should look after it. The seal must only be used if the Committee decides this. When the seal is used, the deed or document must be signed by the Secretary or a Member of the Committee or another person duly authorised to subscribe the deed or document on the Association's behalf and recorded in the register.

Registers

- 64 The Association must keep at its registered office a Register containing:
- 64.1 the names and addresses of the Members and where provided for the purposes of electronic communication, and e-mail addresses;
 - 64.2 a statement of the share held by each Member and the amount each Member paid for it;
 - 64.3 the date each person was entered in the Register as a Member and the date at which any person ceased to be a Member of the Association;
 - 64.4 a statement of other property in the Association, whether in loans or loan stock held by each Member; and
 - 64.5 the names and addresses of the Office Bearers of the Association, their positions and the dates they took and left office.
- 65.1 The Association must also keep at its registered office:
- 65.1.1 a second copy of the Register showing the same details as above but not the statements of shares and property. This second register must be used to confirm the information recorded in the main Register.
 - 65.1.2 a register of loans and to whom they are made.
 - 65.1.3 a register showing details of all loans and charges on the Association's land.
- 65.2 The inclusion or omission of the name of any person from the original Register of Members shall, in the absence of evidence to the contrary, be conclusive that the person is or is not a Member of the Association.

Registered Name

- 66 The registered name of the Association must be clearly shown on the outside of every office or place where the Association's business is carried out. The name must also be engraved clearly on the Association's seal and printed on all its business letters, notices, adverts, official publications, website and legal and financial documents.

Documentation

- 67 The Association's books of account, registers, securities and other documents must be kept at the registered office or any other place the Committee decides is secure.
- 68 At the last Committee Meeting before the annual general meeting, the Secretary must confirm in writing to the Committee that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. The Secretary's confirmation or report must be recorded in the minutes of the Committee Meeting.

ACCOUNTS

- 69 The Association must keep proper books of accounts to cover its income, expenditure transactions and its assets, liabilities and reserves in line with Part 7 of the Co-operative and Community Benefit Societies Act 2014. It must also set up and maintain a suitable system for controlling its books of accounts, its cash and its receipts and invoices.
- 70 The Committee must send the Association's accounts and balance sheet to the Association's auditor. The auditor must then report to the Association on the accounts it has examined. In doing this, the auditor must follow the conditions set out in Part 7 of the Co-operative and Community Benefit Societies Act 2014 and Part 6 of the Housing (Scotland) Act 2010.
- 71 The Association must provide The Scottish Housing Regulator and the Financial Conduct Authority with a copy of its accounts and the auditor's report within six months of the end of the period to which they relate.

THE AUDITOR

- 72.1 Each year the Association must appoint, at a general meeting of the Association, a qualified auditor to audit the Association's accounts and balance sheet. In this Rule "qualified auditor" means someone who is a qualified auditor under Section 91 of the Co-operative and Community Benefit Societies Act 2014.
- 72.2 None of the following can act as auditor to the Association:-
- 72.2.1 a Committee Member or employee of the Association;
 - 72.2.2 a person who is a partner of, or an employee or employer of a Committee Member or employee of the Association;

72.2.3 an organisation which is a Member of the Association.

- 73 The Committee may appoint an auditor to fill in a casual vacancy occurring between general meetings of the Association. The Committee shall take such steps as it considers necessary to ensure the continuing independence of the Association's auditor including the periodic review of the need for audit rotation.
- 74.1 An auditor appointed to act for the Association one year will be re-appointed for the following year unless:-
- 74.1.1 a decision has been made at a general meeting to appoint someone else or specifically not to appoint them again; or
 - 74.1.2 they have given the Association notice in writing that they do not want to be re-appointed; or
 - 74.1.3 they are not a qualified Auditor or are excluded under Rule 72.2; or
 - 74.1.4 they are no longer capable of acting as Auditor to the Association; or
 - 74.1.5 notice to appoint another Auditor has been given.
- 74.2 To prevent an auditor being re-appointed or to appoint another person as auditor, not less than 28 days' notice must be given to the Association that the matter requires to be discussed at the next meeting of the Association.
- 74.3 The Association shall give notice to the auditor who is to be asked to step down that the matter will be discussed at the next meeting of the Association. If possible the Association will also give proper notice of this matter to the Members but if this is not possible, the Association can give notice by advertising in the local newspaper at least 14 days before the meeting.
- 74.4 The retiring Auditor may make representations to the Association or give notice that he/she intends to make representations at the meeting and the Association must tell the Members of any representations made by the Auditor under Section 95 of the Co- operative and Community Benefit Societies Act 2014.

ANNUAL RETURNS AND BALANCE SHEET

- 75.1 Every year, within the time allowed by the law, the Secretary shall send to the Financial Conduct Authority the annual return in the form required by the Financial Conduct Authority.
- 75.2 The Secretary must also send:
- 75.2.1 a copy of the auditor's report on the Association's accounts for the period covered by the return; and

75.2.2 a copy of each balance sheet made during that period and of the auditor's report on that balance sheet.

76 If requested, the Association must provide a free copy of the latest annual return and auditor's reports to Members or people with a financial interest in the Association.

77 The Association must always keep a copy of the latest balance sheet and auditor's report publicly displayed at its registered office.

78 The Association must comply with the requests of The Scottish Housing Regulator for annual returns.

SURPLUSES AND DONATIONS

79.1 The Association must not distribute its surpluses to Members.

79.2 The Committee shall set and review periodically its policy for the donation of funds to charities. Such donations must further the objects of the Association and the Committee shall report to the Members on such donations.

INVESTMENTS

80 The Association's funds may be invested by the Committee in such manner as is permitted by its Investment Policy subject always to the requirement that the Association will comply with the Regulatory Framework and Regulatory Guidance issued by The Scottish Housing Regulator from time to time.

INSPECTING THE REGISTER

- 81 Any Member or person having a financial interest in the Association can inspect their own account. They may also inspect the second copy of the Register of Members which shall be made available to them for inspection within 7 days of the request of a Member or eligible person. The books must be available for inspection at the place they are kept at all reasonable hours. The Committee may set conditions for inspecting the books.

DISPUTES

- 82 Every dispute between the Association or the Committee and:-

82.1 a Member; or

82.2 a person aggrieved who has ceased to be a Member within the previous six months; or

82.3 a person claiming under the Rules of the Association

shall be dealt with in accordance with these Rules and any procedures determined by the Committee from time to time but without prejudice to all rights which any person may have to raise an action on the matter in any court with competent jurisdiction, including without prejudice the Sheriff Court in the Sheriffdom in which the Association's registered office is located.

STATUTORY APPLICATIONS TO THE FINANCIAL CONDUCT AUTHORITY

- 83 Any 10 Members of the Association who have been Members for at least the 12 previous months can apply to the Financial Conduct Authority to appoint an accountant or actuary to inspect and report on the Association's books on payment to the Financial Conduct Authority of the costs required.

- 84.1 One-tenth of Members can apply to the Financial Conduct Authority to:

84.1.1 appoint an inspector to examine and report on the affairs of the Association; or

84.1.2 call a special general meeting of the Association.

- 84.2 If there are more than 1000 Members in the Association, only 100 Members need to apply to the Financial Conduct Authority in terms of Rule 84.1.

COPIES OF RULES

- 85 The Secretary shall, on demand, provide a copy of the Rules of the Association free of charge to any Member who has not previously been given a copy and, upon payment of such fee as the Association may require, not exceeding the amount specified by law, to

any other person.

CLOSING DOWN THE ASSOCIATION

- 86.1 The Association may be closed down in either of the following ways:
- 86.1.1 by an order or resolution to wind up the Association as set out in the Insolvency Act 1986; or
 - 86.1.2 In accordance with Section 119 of the Co-operative and Community Benefit Societies Act 2014, by an instrument of dissolution to which not less than three-fourths of the Members have given their consent testified by their signatures to the instrument.
- 86.2 The prior approval of the Office of the Scottish Charity Regulator is required before the Association can be dissolved. The Association must submit its application for approval to the Office of the Scottish Charity Regulator not less than 42 days before the date on which the Association intends to dissolve.
- 87 If any property remains after the Association has paid its debts, this property will be transferred to such other charitable registered social landlord as determined by The Scottish Housing Regulator.

CHANGING THE RULES

- 88.1 Any of these Rules can be changed or deleted and new Rules can be introduced if three-quarters of the votes at a special general meeting are in favour of the change(s).
- 88.2 Where an amendment of these Rules affects the purposes of the Association the prior approval of the Office of the Scottish Charity Regulator is required. The Association must submit its application for approval to the Office of the Scottish Charity Regulator not less than 42 days before the date on which the Association intends to amend its purposes. Any other amendment of these Rules requires to be notified to them within three months of the change having been made.
- 88.3 The Association must apply to the Financial Conduct Authority to register every rule change as set out in treasury regulations. Each Member must receive a copy of the change. No change is valid until it has been registered by the Financial Conduct Authority. The Association must notify The Scottish Housing Regulator within 28 days of the change or amendment being made.
- 88.4 The Association can change its name if:
- 88.4.1 three-quarters of the votes at a special general meeting are in favour of the change; and

- 88.4.2 the Financial Conduct Authority approves the change in writing.
- 88.4.3 the Office of the Scottish Charity Regulator has given its prior approval. The Association must submit its application for approval to the Office of the Scottish Charity Regulator not less than 42 days before the date on which the Association intends to change its name.
- 88.5 If the Association changes its name in terms of Rule 88.4 it must notify The Scottish Housing Regulator in writing within 28 days of the change being made.
- 88.6 The Association can change its registered or principal office but must:
- 88.6.1 notify the Financial Conduct Authority as soon as possible after the change in registered office has been made; and
- 88.6.2 notify The Scottish Housing Regulator of the change in registered office within 28 days of the change having been made; and
- 88.6.2 notify the Office of the Scottish Charity Regulator within three months of the change having been made.

INTERPRETING THESE RULES

89. In these Rules, the following words and phrases have the meanings given below:
- 89.1 "A person claiming through a Member":- includes an heir, executor, assignee or nominee. This heading would be used in connection with disputes about the transfer of a Member's share after his death. It would also cover executors of a former Member
- 89.2 "Association" means the registered social landlord referred to in Rule 1 whose Rules these are.
- 89.3 "Chairperson" means the Chairperson (or such other term that is used by the Association to denote the holder of this office) of the Association referred to in Rule 59.1.
- 89.4 "Close Relative" means someone who is:
- a) the spouse or civil partner of a person, or (being either of the same or different sex) who cohabits with that person, or
 - b) is that person's parent, grandparent, child, stepchild, grandchild, brother or sister, or any spouses, civil partners or cohabitees of these relatives.
- 89.5 "Committee" means the Committee of Management (or such other term that is used by the Association to denote the governing body of the Association) referred to in Rule 37.1.
- 89.6 "Committee Meeting" means a meeting of the Committee.
- 89.7 "Committee Member" means a member of the

Committee.

- 89.8 "Financial Conduct Authority" means the registering authority for societies registered under the Co-operative and Community Benefit Societies Act 2014 and the Credit Unions Act 1979 set up in terms of the Financial Services Act 2012 or its successor body.
- 89.9 "Meeting" means a general meeting of the Association, whether special, general or annual referred to in Rules 20-23.
- 89.10 "Member" means a member of the Association whose name is entered in the Register of Members.
- 89.11 "Office Bearer" means the Chairperson, Secretary, and such other Officer Bearer appointed under Rule 59.1.
- 89.12 "Office of the Scottish Charity Regulator" means the body set up under the Charities and Trustee Investment (Scotland) Act 2005 to regulate charities in Scotland.
- 89.13 "organisation" means a legal body which exists separately and distinctly from its members and includes companies, building societies, community benefit societies, local authorities and so on and also for the purposes of these Rules includes unincorporated organisations such as social clubs, branches of political parties or trade unions and other voluntary bodies.
- 89.14 "property" includes everything which can be passed on by inheritance (including loans, certificates, books and papers).
- 89.15 A reference to law or statute is a reference to that law or statute as re-enacted, amended or replaced.
- 89.16 "Register of Members" means the register of members referred to in Rule 64.
- 89.17 "Rules" means the registered Rules of the Association.
- 89.18 "Taxes Acts" means Part 11 of the Corporation Tax Act 2010 as read with Schedule 6 of the Finance Act 2010 and any statute or statutory provision which amends, extends, consolidates or replaces the same.
- 89.19 "The Scottish Housing Regulator" means The Scottish Housing Regulator as established pursuant to Section 1 of the Housing (Scotland) Act 2010.
- 89.20 "Secretary" means the Office Bearer appointed by the Committee to be the Secretary of the Association or anyone authorised by the Committee to stand in for the Secretary.
- 89.21 Words in the singular also include the plural. Words in the plural also include the singular.

APPENDIX 1

PROXY FORM

You must use the wording shown below to appoint a representative to vote at a meeting for you. Please see Rule 27.1 for more details.

I (insert name) am a member of Milnbank Housing

Association Limited. My address is: (please insert).

I hereby appoint (insert name) who lives at (insert address) to be my representative and vote for me at the Association's meeting on (insert date) and any other dates that meeting continues on.

Your name _____

Your signature _____

Date _____

APPENDIX 2

CANCELLATION OF PROXY

You must use the wording shown below to reverse your application to send a representative to vote at a meeting for you. Please see Rule 27.4 for more details.

I (insert name) am a member of Milnbank Housing

Association Limited. My address is: (please insert).

I hereby revoke the appointment of (insert name) as my representative to vote for me at the Association's meeting on (insert date) made by me on the (insert date).

I no longer authorise the person referred to above to represent me at the meeting referred to above.

Your name _____

Your signature _____

Date _____

SIGNATURE OF COMMITTEE MEMBERS

Date 21 SEPT 2023

1. A. Jak

2. A. O'Keara

3. A. Young

4. _____ Members

5. _____

6. _____

7. _____

C. McGuire Secretary