



Group Policy: General Membership

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This policy is available, on request, in different languages and in other formats such as large print, audio format and braille as required.

1. Scope

This is a River Clyde Homes policy and therefore applies to General Members, Staff, Board and Committee members of River Clyde Homes.

2. Introduction

The aim of this Policy is to set out criteria by which River Clyde Homes will manage general membership of the organisation having regard to the provisions of the organisation's Articles of Association ("the Constitution").

This policy shall be read in conjunction with the Constitution and the Standing Orders, Delegations and Governance Code. Should there be any conflict or inconsistency, the following list will be followed, with the document highest on the list taking precedence:

- The Constitution;
- Standing Orders, Delegations and Governance Code; and
- General Membership Policy.

Where there is any dubiety over the operation or interpretation of this policy, legal advice will be sought.

3. Policy Statement and Responsibilities

Composition of the Membership

3.1 River Clyde Homes supports the principle that membership should be drawn as widely as possible to reflect the organisation's responsibility to all stakeholders including customers, future customers, the local authority, local residents and others interested in furthering social housing objectives locally. Every effort will be made to attract and encourage members.

3.2 In accordance with Article 4 of the Constitution, River Clyde Homes will have a minimum number of seven members, but there shall be no maximum.

3.3 River Clyde Homes will endeavour to ensure that members are recruited on a systematic and continuous basis to avoid major changes in membership at infrequent intervals.

3.4 Membership of River Clyde Homes is in three categories:

- a) Customer Membership
- b) Council Board Membership

c) Community Membership

It is only possible to hold membership in one category at any time and the admission of a member shall be in accordance with the list detailed above – an applicant shall be admitted to membership in the first category for which he/she meets all the criteria. All members, whichever category of membership they hold, must be aged 16 or over.

3.5 “Customer Membership” is the category of membership which shall be open to:

- a) any individual who holds a tenancy or licence or lease of a residential property from, and occupies a property belonging to River Clyde Homes, or any subsidiary of River Clyde Homes or the partner or spouse residing with that individual in accordance with the definition of partner or spouse in section 108(1)(a) of the Housing (Scotland) Act 2001; or
- b) is the owner of a house in respect of which River Clyde Homes or any subsidiary of River Clyde Homes provides a factoring service;

A person is the “partner” or “spouse” of another person, whether of the same or opposite sex, when the two people live together in a relationship similar to that of husband and wife.

3.6 “Council Board Membership” is the category of membership which applies to the two people nominated by Inverclyde Council in terms of Article 41(a) of the Constitution. Each of these people is deemed to be a Council Board Member throughout the period of their appointment to the Board of River Clyde Homes (the “Board”).

3.7 “Community Membership” is the category of membership for any individual, aged over 16 years, or corporate body (which will nominate a person aged 16 years or over to act as its representative, as set out below) who submits a membership application to River Clyde Homes and is admitted as a Community Member of River Clyde Homes and who does not meet the definition of being either:

- a) a Customer Member; or
- b) a Council Board member.

3.8 Further, Community Membership of River Clyde Homes is open to corporate bodies. The discretion as to whether or not to admit a corporate body as a Community Member rests with the Board. It is likely that, in order to demonstrate that a corporate body has good reason to seek membership, it will operate in or have interests in Inverclyde. As part of its application for membership, a corporate body will have to nominate a named individual, who must be aged 16 or over, to act as its appointed representative. The Board will look for such appointed representatives to meet the requirements of individual

Community Members, but the Board has the discretion to waive these requirements where it considers appropriate. All rights and responsibilities accruing to the Community Membership shall be exercised by the appointed representative of the corporate body throughout the period of their appointment in accordance with Article 13 of the Constitution. A representative of a corporate body shall not be eligible to hold membership in any other category. Therefore, if the appointed representative is already an individual member (whether as a Customer Member or a Community Member), that membership will be suspended for the period of their appointment as representative.

3.9 Inverclyde Council may apply to be a Community Member and such membership will be granted by written notice to River Clyde Homes and the Council's membership will commence from the date on which it serves such notice. The representative of Inverclyde Council may be a local authority person who will exercise the rights and responsibilities attaching to the Council's Community Membership throughout their appointment as representative, but will not be eligible to be appointed / elected to the Board.

3.10 No local authority person shall be admitted to membership of River Clyde Homes unless he/she:

- a) is one of the Council Board Members;
- b) is the representative of Inverclyde Council as a Community Member; or
- c) meets the definition of Customer Member when he/she shall be entitled to be a Customer Member but, for the avoidance of doubt, not a Customer Board Member.

3.11 A "local authority person" is defined as any person:

- a) who is or has been a councillor of Inverclyde Council in the preceding 12 months; or
- b) who is an officer of Inverclyde Council (but which shall not include employees with non-managerial posts apart from housing employees); or
- c) who is both an employee and either a director, manager, secretary or other similar officer of a company which is under the control of Inverclyde Council.

3.12 Representatives of unincorporated bodies shall be treated as an individual Community Member, but their affiliation to the unincorporated body shall be recorded in the Register of Members.

3.13 No employee of River Clyde Homes shall be admitted to membership unless he/she meets the definition of a Customer Member when he/she shall be

entitled to be a Customer Member but, for the avoidance of doubt, not a Customer Board Member.

Recruitment and Admission to membership

- 3.14 River Clyde Homes wishes to ensure that members collectively possess the qualities required to take decisions and monitor River Clyde Home's performance and to reflect the customer and community base in Inverclyde.
- 3.15 Recruitment in all cases will require the completion of an Application Form.
- 3.16 Approval of all Applications and the determination of their category of membership will be at the discretion of the Board, with the exception of the Council Board Members and Inverclyde Council as a Community Member.
- 3.17 The option of membership will be promoted regularly and through a variety of means – through engagement with individual customers, through advertisement in customer publications, through contacting Registered Tenants Organisations, through contacting other voluntary sector, and other groups and bodies and through advertisement in the River Clyde Homes' website and other websites as appropriate. Where necessary, advertisement through the local press will also be considered. River Clyde Homes' employees will also seek to actively promote membership as an option to customers at all times, but particularly at the outset of a River Clyde Homes' tenancy when all tenants and members of the household aged over 16 years will be provided with a copy of the Application Form and encouraged to apply for membership.
- 3.18 Applicants will be required to show that their reasons for seeking membership accords with the aims and objectives of River Clyde Homes and they share the interests of the organisation.
- 3.19 Following receipt of a completed Application Form, the Board (or an ad hoc subcommittee with full delegated authority) will consider the Application at its next Board Meeting, taking rigorous cognisance of the Equality and Diversity Policy. Where the Board approves the Application, it will commence on that day and the Company Secretary will notify the applicant in writing that he/she has been admitted as a member of River Clyde Homes. Applications received within 14 days of a general meeting shall not be considered prior to that general meeting.
- 3.20 In the exceptional case where an Application is refused by the Board, the applicant will be informed of this in writing. The power to award or refuse membership, and the determination of the category of membership granted, is solely at the discretion of the Board.
- 3.21 Applications for membership will be refused in the following circumstances:

- a) where the applicant is less than 16 years of age;
 - b) where membership would be contrary to the Company's Constitution or policies;
 - c) where a conflict of interest may exist which, even allowing for the disclosure of such an interest, may adversely affect the work of the Company; or
 - d) where the Board considers that accepting the application would not be in the best interests of the Company.
- 3.22 A Register of Members shall be maintained by River Clyde Homes. Details, including name, address and category of membership, of all members who are granted membership shall be entered into the Register within seven working days of the date the Application was approved by the Board. Members are required to ensure that changes of address are notified to River Clyde Homes, within three months of their move, unless they move from one River Clyde Homes' property to another.

Meetings of the membership

- 3.23 General meetings of River Clyde Homes' members shall take place in accordance with Articles 14 - 31 of the Constitution where a quorum will be seven members present in person or by proxy. However, if the membership exceeds at any time 70 Members, one tenth of the Members present in person or at the meeting or represented by proxy shall form a quorum.
- 3.24 Resolutions put to the vote of the general meeting shall be decided either upon a show of hands or on a poll (that is, a ballot) where a poll is agreed or directed. In the case of a poll, votes may be given personally or by a proxy who need not be a River Clyde Homes' member. The maximum number of proxy votes that may be cast by any one person is ten.
- 3.25 Special resolutions (or any other resolution that in terms of the Companies Act 2006 requires a majority equivalent to that required to pass a special resolution) shall be passed only if 75% of those members voting vote in favour of the resolution at a general meeting. All other resolutions shall be passed if a simple majority vote of 50% in favour, unless the Constitution requires a different percentage of the vote to pass a resolution.

Powers of the membership

- 3.26 The membership of River Clyde Homes shall have the powers to:
- a) consider the annual accounts;
 - b) consider the annual balance sheets;

- c) receive reports from Board Members;
- d) receive reports from auditors;
- e) expel a member in accordance with Article 12 of the Constitution (see paragraph 3.32 below);
- f) appoint Board Members in accordance with the Constitution;
- g) remove a Board Member from office in accordance with Article 48 of the Constitution;
- h) appoint the auditors; and
- i) consider any special resolution that is correctly placed before any meeting of the membership.

Responsibilities of the membership

3.27 Every member of River Clyde Homes undertakes to contribute such amount as may be required (not exceeding £1) to the Company's debts and liabilities if it should be wound up while he/she is a member or within one year after he ceases to be a member. This is for payment of River Clyde Homes' debts and liabilities contracted before he/she ceases to be a member, the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves. All members will be requested in writing to make the £1 contribution.

3.28 Every member of River Clyde Homes undertakes to act in a manner that is not detrimental to the interests of the organisation.

Termination of membership

3.29 A member may resign from membership at any time by giving one calendar month's written notice to this effect to the Company Secretary. The membership will terminate on expiry of the notice.

3.30 Membership will be deemed to be withdrawn, but may be reinstated on appropriate application, where:

- a) the member has changed address without notifying River Clyde Homes, unless the change is from one River Clyde Homes' property to another;
- b) the member ceases to fulfil the criteria for his/her category of membership;
- c) the member has failed to attend or submit apologies for five consecutive Annual General Meetings; or

d) the member is found to have provided false information on the Application Form.

3.31 Such withdrawals of membership shall take place immediately on any of these events occurring and shall not require notice to the member, although notice will be provided where possible.

3.32 A member may be expelled from membership in accordance with Article 12 of the Constitution, if two-thirds of the membership present in person or by proxy vote in favour of such a resolution at an extraordinary general meeting. An extraordinary general meeting can only be called by the Board or by at not less than 5% of the Members request one in writing. In order for such a resolution to be placed before an extraordinary general meeting, the following procedure will be followed:

a) A written complaint will be received by the Company Secretary, from any named source, detailing conduct detrimental to the interests of River Clyde Homes. Either the Board or at least 5% of the members, having considered the alleged conduct must request an extraordinary general meeting to consider the complaint.

b) This complaint will be communicated to the member at least one calendar month prior to the date of an extraordinary general meeting, which will be called with at least 28 clear days' notice.

c) The extraordinary general meeting shall consider evidence in support of the complaint and any evidence which the member wishes to place before them.

d) If the member against whom the allegation is made fails to attend following due notice, the extraordinary general meeting may continue in his/her absence.

e) The member against whom the allegation is made may be represented at such an extraordinary general meeting, at his/her own expense.

f) The extraordinary general meeting should not be considered to be a judicial process and the membership is not bound, for example, by rules of evidence. Provided there is fair disclosure, members are entitled to consider any and all evidence they consider relevant in the determination of the allegation. The person presiding at the extraordinary general meeting can, while acting in accordance with this policy and the Standing Orders, determine the procedure and timetable of the meeting.

g) In order for the member to be expelled, the outcome of the extraordinary general meeting must be a resolution to expel that member, supported by two-thirds of members present or voting by proxy in a poll.

- e) A member who is so expelled can only be reinstated to membership by a resolution of two-thirds of the membership at a general meeting.
 - f) The person who made the original allegation shall receive written notification from the Company Secretary of the determination of the complaint.
- 3.33 Where a complaint is made against a representative of a corporate body, that body will be notified of the complaint. If the corporate body does not opt to replace the representative complained of and appoint a new representative, the corporate body's membership may be considered in accordance with paragraph 3.32 above.
- 3.34 Any member ceasing to be a member for any reason shall be liable to pay all sums for which he is personally liable at the date of ceasing to be a member and for one year thereafter.
- 3.35 All changes in membership for whatever reason shall be recorded in the Register of Members.

4. Equality Impact Assessment

- 4.1 An EIA will be undertaken in respect of this policy.

5. Review

- 5.1 This policy will be reviewed in its entirety every 3 years, unless an earlier review is required due to changes in legal, regulatory or best practice requirements, or because monitoring and reporting reveals that a change in policy is required sooner.