



"Offering our community more than a home"

DRAFT
Management Committee Succession Planning Policy

Management Committee submission: 29 October 2019

Last Approved: 25 October 2016

Date Approved:

Next Review date: October 2022

CHA Objectives:

- To ensure local decision making and community control, we will encourage our tenants and other customers to influence our policy and participate in decisions, which may affect them.
- To ensure that our resources are adequate to deliver our objectives by investing in our people, demonstrating value for money and through robust procurement practices.
- To promote social inclusion by applying principles of equality and diversity to everything we do.

Regulatory Standards:

- The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users.
- The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these objectives.
- The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.
- The RSL conducts its affairs with honesty and integrity.
- The governing body and senior officers have the skills and knowledge they need to be effective.

This policy can be made available on request in a variety of different formats, such as on CD, in large print and translated into other languages.

1.0 Introduction

One of the key roles of any Management Committee is to continually ensure that it has the right balance and set of skills, talents and attributes represented in its membership. With the introduction of the Scottish Housing Regulatory Framework and in particular, the Regulatory Standards of Governance and Financial Management Standard 6, it is increasingly important that Management Committee members embark on continuous training to update and refresh their skills and knowledge.

Implementation of succession-planning arrangements will ensure planned refreshing and renewal of skills and experience over a period of time. This will be carried out for the Management Committee and is especially important if our Management Committee has a large proportion of long-serving members. In doing so, the Management Committee should bear in mind the need for diversity in its composition.

It is recognised that failure to undertake training, continually assess the contributions and adequacy of each member and attract a good calibre of new members could lead to a disillusioned Committee, lack of direction and weaknesses in governance which could ultimately affect the overall public perception of the Association and ultimately, service delivery.

This succession plan has been developed in conjunction with both the Management Committee Training and Membership Policies. It will provide guidance on identifying and sourcing potential Committee members who can fulfil key requirements as well as the process of identifying and preparing current members to fulfil the office bearer positions in the future.

The Management Committee succession plan will address the following key questions: -

- What are the skills, talents and attributes that our organisation requires to protect our tenants' interests?
- How do we find people with these skills, talents and attributes?
- Once we have found the people, how do we attract them to our Management Committee?
- How do we retain them?

2.0 Policy Aims

This Policy is in place to enable the Association to: -

- Identify particular skills which we would want to add to our Management Committee
- Obtain a better demographic mix (e.g. age, ethnicity, gender) and to target particular groups accordingly
- Devise approaches to attract and retain new Management Committee members

3.0 What are the skills, talents and attributes that our organisation requires to protect our tenants' interests?

Identifying Skills, Talents and Attributes

Firstly, the Association's Model Rules provide some essential requirements. The Rules will typically specify how many Management Committee members (including co-optees) can be appointed to the Committee, how many can be elected/re-elected by the voting members annually, the shareholder nomination process and the eligibility requirements. Shareholder surveys will be carried out annually to assess the Association's Shareholding pool and identify as much as possible shareholders who may be able to fill any skills gaps on the Committee.

Management Committee recruitment out with the AGM election process includes the completion of an application form which requires the applicant to outline his/her area of expertise, housing related interests, memberships of public bodies and skills, talents and attributes which they could bring to the Association.

New Management Committee members who join the Committee through the AGM election process are encouraged to complete the application form retrospectively in order that there is a record of this information held on file. The Association will, however, wherever possible request that shareholders wishing to be considered for nomination to the Management Committee provide a résumé in order that the membership can consider this prior to election or indeed in the event of a vote.

It is critical that our operating/external environment is continually assessed through the business planning process in order to ensure that skills and knowledge are updated to reflect changes. E.g. changes to funding, changes in legislation particularly affecting tenants, best practice guidelines, Scottish Housing Regulator guidance, new initiatives, new ways of working, etc. It is therefore important that the diversity of key skills are identified, reviewed and updated on a regular basis.

The Association aims to have a composition of management committee members which includes amongst others, tenants, residents, professionals, local authority members, male/female, a range of ages and ethnicities, local people etc. who have a key interest and/or skills & knowledge in housing related issues (e.g. Development and local planning, Wider Role, Housing Management, Maintenance, Housing Association Finance, housing legislation, human resources/employment). The range of current valid skills and knowledge are as follows: -

- a) Ability to attend regular Management Committee meetings [often monthly], sub-committee meetings and training sessions. These will involve mainly evening and very occasional weekend commitments
- b) Experience of handling large amounts of written information
- c) Be able, with training, to understand, agree and take ownership of a business plan including financial, policy, regeneration and procedural and legal aspects

- d) Ability to work constructively as part of a governing or managing body
- e) Interest in housing and local community issues
- f) Housing related legislation including RTB, Housing Scotland Act 2010, Welfare Reform, etc.
- g) Commitment to the aims and objectives of the housing association
- h) ~~An understanding of equality and community relations issues~~ Coming from the local area and/or being a tenant or resident of CHA
- i) Good communication skills
- j) Experience of sitting on a constituted body e.g. Residents Association or Management Board
- k) Strategic/business planning knowledge or experience
- l) Housing Management/maintenance and/or assessment of housing needs knowledge or experience
- m) Financial management, investment or risk management, knowledge and skills
- n) Experience of running a successful business
- o) Property development/regeneration or building skills or knowledge
- p) Legal knowledge or experience and ideally in social housing or related areas
- q) Involvement in housing or regeneration issues
- r) Employment Law/Human Resources
- s) Press/Media or Public Relations skills
- t) Promotion of Equality in all aspects of our business and in particular access to services

4.0 How do we know what skills, talents and attributes we already have on our Committee?

In response to the Scottish Housing Regulator's Regulatory Framework first introduced in 2012, the Committee at Clydebank Housing Association ~~has~~ developed a comprehensive Committee Training, Appraisal and Mentoring process. The ~~new~~ process has ~~already~~ strengthened the Association's governance through ensuring each Committee Member is aware of their strengths and areas where they need to further develop their skills and knowledge.

Annual Training Needs Assessments/Audit of skills are carried out which result in individual tailored training plans being developed including the opportunity to undergo training related to succession planning (particularly to fill future office bearer positions). This also includes an appraisal of each Committee Member's contribution to the association over the preceding year.

A detailed record of training undertaken is recorded in each Management Committee's personal file for reference.

~~The Management Committee sees this as a positive step which will for some~~
This process will equip ~~them~~ Management Committee members with transferrable skills, clarify the succession process and provide a matrix indicating the committee's overall areas of strength and weakness (information which can be used in any subsequent recruitment process). It will also allow the Chairperson to get to know each Committee Member better and understand their ~~motives~~ reasons for serving on the Committee and aspirations for the future.

Training/Conference Evaluations are completed by Management Committee members to ensure all training is effective, as was expected and whether follow up information or further training on the subject required.

5.0 How do we find people with the required skills, talents and attributes?

- Annual survey of shareholders
- Encourage co-options from people with specific expertise
- Advertise in local press/SFHA Housing News/ CHA website/schools/health centres
- Promotions at Community networking events and via our wider role project participation
- Promotion at Resident consultation meetings
- Promotion at Annual General Meeting
- Dedicated recruitment days
- Word of mouth . talent spotting and recommendations for committee members
- Newsletter articles
- Advertise through the Scottish Council for Voluntary Organisations (SCVO)
- Nomination and re-election forms received from shareholders during the AGM process will include biographical information about each candidate who seeks election in order that Shareholders can assess the fit with the Association's current requirements.

6.0 Once we have found the people, how do we attract them to our Management Committee?

- Highlighting benefits to the individual in terms of learning new transferrable skills
- Emphasising the value and appreciation of their expertise
- Emphasising the value of their local knowledge
- Emphasising the value to the organisation of their time, commitment and interest in the Association
- Emphasise the value of volunteering in general . making a difference!

7.0 How do we retain them?

- Ensuring each new Committee member receives a comprehensive induction
- Ensuring training plans are drawn up as soon as possible
- Offer continued mentoring support
- Provide all members with the tools and resources to enable them to effectively carry out their role
- Regular checks to ensure new members happy with information and offer ongoing support for as long as required
- Conducting annual appraisal and ascertaining likelihood of ongoing Management Committee membership
- Offering alternative options for attending meetings, e.g. via Facetime, Skype, etc.

- Formulate a %Committee Benefits+statement that outline the benefits of being a committee member
- Encouraging members to go out and meet other committee members in the local area, through joint training sessions and attendance at conferences, etc.
- Reducing the amount of Management Committee/Sub-Committee papers without impacting on the ability for informed decisions to be made or indeed good governance to be achieved.

8.0 Succession Planning - Office Bearer Positions

All Management Committee members will, through their Annual training needs assessments as well as during the Appraisal process, be given the opportunity to consider their future aspirations in terms of holding office.

Appropriate training will be organised to ensure that there are a sufficient number of ordinary members who are prepared to succeed retiring office bearers. There will be at least one ordinary member training or available to succeed each position (Chairman, Vice Chairman, Secretary, Treasurer) at any one time. Office Bearer role descriptions are appended to this Policy.

9.0 Equal Opportunities

Our commitment to equal opportunities and fairness will apply irrespective of factors such as race, sex, disability, age, gender reassignment, marriage & civil partnership, pregnancy & maternity, religion or belief and sexual orientation.

For Office Use Only – Actions required/completed

Customer Consultation Required/Arranged	No
Intranet Update	Yes
F Drive Update	Yes
Website Update	Yes
Leaflet change required?	No
Newsletter Promotion?	No
Other information updated, e.g. posters, automatic email responses, post cards, answering machine messages, etc.	No
Equality Impact Assessment completed	Yes



Role Description for Governing Body Members and Office Bearers of Clydebank Housing Association

(Approved March 2019)

Role of Governing Board Members

1. Introduction

“The Governing Body leads and directs the RSL to achieve good outcomes for its tenants and other service users.” Regulatory Standards of Governance and Financial Management, Standard 1¹

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a Governing Body Member (GBM) of Clydebank Housing Association (CHA). It should be read in conjunction with the accompanying person specification and CHA's Rules and Standing Orders.
- 1.2 CHA is a Registered Social Landlord [and a Scottish Charity]. The role description reflects the principles of good governance and takes account of (and is compliant with) the expectations of the Regulatory Standards of Governance and Financial Management for Scottish RSLs and relevant guidance produced by the Office of the Scottish Charity Regulator (OSCR).
- 1.3 CHA encourages people who are interested in the Association's work to consider seeking election as a GBM and is committed to ensuring broad representation from the communities that it serves. GBMs do not require qualifications but, from time to time, we will seek to recruit people with specific skills and experience to add to or expand the existing range of skills and experience available to ensure that the governing body is able to fulfil its purpose. We carry out an annual review of the skills that we have and those that we need to inform our recruitment activities.
- 1.4 This role description applies to all members of the Governing Body, whether elected or co-opted, new or experienced. It is subject to periodic review.

2. Primary Responsibilities

- 2.1 As a GBM your primary responsibilities are, with the other members of the Governing Body, to
 - Lead and direct CHA's work
 - Promote and uphold CHA's values
 - Set and monitor standards for service delivery and performance
 - Control CHA's affairs and ensure compliance
- 2.2 Responsibility for the operational implementation of CHA's strategies and policies is delegated to the Chief Officer.

¹ Scottish Housing Regulator (April 2012) *Regulation of Social Housing in Scotland: Our Framework* available [here](#)

3. Key Expectations

- 3.1 CHA has agreed a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis.
- 3.2 Each GBM must accept and share collective responsibility for the decisions properly taken by the Governing Body. Each GBM is expected to contribute actively and constructively to the work of CHA. All members are equally responsible in law for the decisions made.
- 3.3 Each member must always act only in the best interests of CHA and its customers, and not on behalf of any interest group, constituency or other organisation. GBMs cannot act in a personal capacity to benefit themselves or someone they know.

4. Main Tasks

- To contribute to formulating and regularly reviewing CHA's values, strategic aims and performance standards
- To monitor CHA's performance
- To ensure that CHA operates within and is compliant with the relevant legal and regulatory frameworks
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that CHA is adequately resourced to achieve its objectives and meet its obligations
- To act, along with the other members of the governing body, as the employer of CHA's staff

5. Duties

- Act at all times in the best interests of CHA
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the governing body and sub-committees
- Contribute effectively to discussions and decision making
- Take part in training and other learning opportunities
- Take part in an annual review of the effectiveness of CHA's governance and of your individual contribution to CHA's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector

- Represent CHA positively and effectively at all times, including [in local communities and] when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the governing body and between the governing body and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with CHA's policy on managing conflicts of interest

6. Commitment

6.1 An estimate of the annual time commitment that is expected from GBMs is:

Activity	Hours
Attendance at up to 12 regular meetings of the Governing Body	24
Reading and preparation for meetings of the governing body	12
Attendance at up to 4 sub-committee meetings	8
Reading and preparation for sub-committee meetings	4
Attendance at annual planning and review events (including individual review meeting)	10
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	5
Attendance at internal briefing and training events	14
External Training and conference attendance (may include overnight stay or weekend)	7
Total	86

7. What CHA Offers GBMs

7.1 All GBMs are volunteers and receive no payment for their contribution. CHA has policies which prevent you or someone close to you from benefiting personally from your involvement with CHA, although these policies also seek to ensure that you are not unfairly disadvantaged by your involvement with CHA. All out of pocket expenses associated with your role as a GBM are fully met and promptly reimbursed.

7.2 In return for your commitment, CHA offers:

- A welcome and introduction when you first join the governing body;

- A mentor from the governing body and a named staff contact for the first six months, with ongoing support
- Clear guidance, information and advice on your responsibilities and on CHA's work
- Formal induction training to assist settling in
- Papers which are clearly written and presented, and circulated in advance of meetings
- The opportunity to put your experience, skills and knowledge to constructive use
- The opportunity to develop your own knowledge, experience and personal skills
- The chance to network with others with shared commitment and ideals

8. Review

- 8.1 This role description was approved by the Governing Body on 20 February 2019. It will form the basis of the annual review of the effectiveness of your contribution to our governance. It will be reviewed by the Governing Body not later than 31 March 2022.



Role Description for Chair of Clydebank Housing Association

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of CHA and to the Chairs of CHA's sub-committees. The responsibilities described here are additional to those set out in the Governing Body Members (GBM) role description. It should be considered alongside CHA's Rules and Standing Orders.
- 1.2 This role description will be used to support the annual review of the Governing Body's effectiveness. It will be used to appoint the Chair and sub-committee Chairs after each AGM. GBMs who wish to be considered for this office will be invited to say how, if elected, they will carry out the duties that are set out here before the election takes place.
- 1.3 In the event that the Chair is unable to fulfil their responsibilities, the Vice Chair will carry out the duties of the Chair.
- [1.4 As set out in the Standing Orders, the Chair of HA may not also serve as the Chair of a sub-committee and each sub-committee must elect a different Chair.]**
- 1.5 An overview of the Role of the Chair is outlined in Rule 59.5 of CHA's Rules.
- 1.6 The Chair will be elected by the Governing Body each year at the first Governing Body meeting following the AGM. Whilst the Chair of CHA can be re-elected, in accordance with Rule 59.10 of CHA's Rules, they cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.
- [1.7 In the spirit of CHA's rules, if an individual has served five years as Chair, they should not be subsequently re-elected as Chair at any point.]**

2. Key Responsibilities

- 2.1 The Chair must act, and be seen to act, at all times on behalf of the Governing Body. The Chair's key responsibilities are:
 - To lead the Governing Body or sub-committee constructively, provide direction and manage meetings effectively

- To develop and maintain a constructive and positive working relationship with the Chair and Chief Executive and senior staff
- To uphold CHA's Code of Conduct and promote good governance
- To ensure that CHA's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required

3. Leadership and Direction

3.1 The Chair is expected to:

- Represent CHA positively and effectively
- Set the style and tone of Governing Body or sub-committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for CHA's Governing Body
- Ensure that the necessary arrangements are in place to enable CHA to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the Governing Body has access to the range of skills, knowledge and experience necessary for the achievement of CHA's aims and objectives and for the fulfilment of the Governing Body's responsibilities
- Ensure that the Governing Body has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced Governing Body Members by promoting access to relevant induction, training and development opportunities

4. Working with the Chief Executive

4.1 The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively. Sub-committee Chairs should establish similar relationships with the relevant senior staff member.

- Ensure that the conduct of CHA's business continues effectively between meetings of the Governing Body and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with CHA's agreed recruitment practices
- Carry out, with at least one other Governing Body member, the Chief Executive's annual appraisal and report to the Governing Body
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive, in accordance with CHA's agreed procedures

5. Promoting Good Governance

5.1 The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Initiate any investigation under the terms of CHA's Code of Conduct
- Chair all general meetings of CHA in accordance with the Rules
- Chair all Governing Body meetings of CHA, in accordance with the Rules and Standing Orders
- Ensure that all Governing Body members have access to appropriate information and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Manage meetings effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored and reporting arrangements are implemented effectively

6. Conduct of HA's Business

6.1 The Chair is expected to:

- Ensure that CHA's business is efficiently and accountably conducted between Governing Body meetings

- Sign cheques and documents requiring the Governing Body or the Chair's authorisation, in accordance with CHA's standing orders
- Take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the Governing Body for ratification
- Ensure that the skills, knowledge and support available to the Governing Body are kept under periodic review

7. Monitoring and Review

- 7.1 This role description was approved by the Governing Body on 26 February 2019. It will be reviewed not later than 31 March 2022.



Role Description for Vice Chair of Clydebank Housing Association

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of CHA. The responsibilities described here are additional to those set out in the Governing Body Members (GBM) role description. It should also be considered alongside:
 - the Role Description for the Chair of CHA;
 - CHA's Rules; and
 - CHA's Standing Orders.
- 1.2 In the event that the Chair of CHA is unable to fulfil their responsibilities, the Vice Chair will carry out these duties.
- 1.3 The position of Vice Chair will be elected by the Governing Body, every year at the first meeting following the AGM.
- 1.4 In accordance with Rule 59.10 of CHA's Rules, the Chair cannot serve a continuous term of more than five years. There is no expectation that the Chair must serve the full five year maximum term.
- [1.5 When the Chair stands down, the Vice Chair in post will be asked if they wish to stand for election to become Chair.]**
- 1.6 The role of Vice Chair must be carried out by a Governing Body member, and may also be carried out by a former office bearer.

2. Role of Vice Chair

- 2.1 The role of the Vice Chair is to deputise, support and (where required) stand in for the Chair of CHA. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of CHA.**
- 2.2 When known in advance, the Vice Chair should ensure that they are available for any Governing Body meeting that the Chair is unable to attend . e.g. where the Chair has booked a holiday. Close liaison with the Chair is a key requirement of the role.
- 2.3 The individual holding the post of Vice Chair will gain training and insight as to whether they would like to consider performing the role of Chair in the future.

3. Monitoring and Review

- 3.1 This role description was approved by the Governing Body on 26 February 2019. It will be reviewed not later than 31 March 2022.



Role Description for Secretary of CHA

1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of CHA. The responsibilities described here are additional to those set out in the Governing Body Members (GBM) role description. It should also be considered alongside CHA's Rules and Standing Orders.
- 1.2 The role of the Secretary will be carried out by a Governing Body Member of CHA who will be elected by the Governing Body, every year at the first meeting following the AGM.
- 1.3 Where appropriate, the Secretary's duties can be delegated to an appropriate employee of CHA, with the Secretary assuming responsibility for ensuring that they are carried out in an effective manner. **[All of the practical duties detailed at 2.1 – with the exception of attendance at meetings - will be delegated to the Chief Executive]**

2. Duties of the Secretary

- 2.1 CHA's Rules specify the Role of the Secretary in detail. All references to the Secretary within CHA's Rules are provided as Annex 1.
- 2.2 The duties of the secretary include:
 - Calling and going to all Annual General Meetings, Special General Meetings and Governing Body meetings
 - Keeping the minutes for all Annual General Meetings, Special General Meetings and Governing Body meetings
 - 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 Scottish Housing Regulator
 - Ensuring compliance with CHA's Rules
 - Keeping the Register of Members and other Registers required by CHA's Rules
 - Supervision of the CHA's seal

3. Monitoring and Review

- 3.1 This role description was approved by the Governing Body on 26 February 2019. It will be reviewed not later than 31 March 2022.

Annex 1 – References to Secretary within CHA's Rules

Drafting Note – All references are taken directly from the SFHA Model Rules 2013 (as Amended 2015) and will require to be adjusted to reflect CHA's Rules. The inclusion of this Annex is optional.

1. Rules Relating to Correspondence with Members

[Rule 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.

[Rule 11.1.1]

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 you (a Member) resign your membership giving seven days notice in writing **to the Secretary** at the registered office.

[Rule 11.1.4.2]

(This refers to part of the procedure for cancelling a Membership by virtue of receiving a complaint)

The Secretary must notify the Member of the complaint in writing no less than one calendar month before the meeting takes place

2. Rules Relating to Annual and Special General Meetings

[Rule 21.1]

All general meetings other than annual general meetings are known as special general meetings. **The Secretary** will call a special general meeting if:

[21.1.1] the Committee requests one; or

[21.1.2] 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.

[Rule 21.2]

Whoever asks for the meeting must give **the Secretary** details of the business to be discussed at the meeting.

[Rule 21.3]

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.

[Rule 21.4]

If **the Secretary** fails to call the meeting within ten days, the Committee or the Members who requested the meeting can arrange the meeting themselves.

[Rule 22.1]

The Secretary will call all general meetings by written notice posted or sent by fax or email to every Member at the address, fax number 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:

- [22.1.1]** the time, date and place of the meeting;
- [22.1.2]** whether the meeting is an annual or special general meeting;
- [22.1.3]** the business for which the meeting is being called

[Rule 22.2]

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 fax or email shall be deemed to have arrived on the day it is sent.

[Rule 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.

3. Rules Relating to Committee Meetings and Special Committee Meetings

[Rule 50]

Committee Members must be sent written notice of Committee meetings posted, or delivered, by hand or sent by fax or 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.

[Rule 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.

[Rule 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.

4. Rules Relating to the Role of the Secretary

[Rule 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 and 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.

[Rule 59.2]

The Secretary and the other Office Bearers will be controlled, supervised and instructed by the Committee.

[Rule 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.

[Rule 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.

[Rule 59.9]

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.

[Rule 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.

[Rule 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.

[Rule 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.

[Rule 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.

[Rule 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.