

Abertay Housing Association Limited

STANDING ORDERS

1.0 Preliminaries

1.1 Definitions

In these standing orders the following words and expressions shall have the following meanings respectively assigned to them:

"Committee" means the Committee of Management of Abertay Housing Association

"Committee members" means those members elected to serve on the Committee at an Annual General Meeting, members who have filled a casual vacancy and persons co-opted on to the Committee.

2.0 General

2.1 The objectives of Abertay Housing Association Limited and its authority to establish Committees and Sub-Committees are contained in the Rules of Abertay Housing Association Limited (a registered non-profit making organisation under the Co-operative and Community Benefit Societies Act 2014, Register No. 2517R(S)).

2.2 The aim of the Standing Orders is to provide an easy reference for Housing Association Members, Committee Members and staff.

These Standing Orders amplify the Association's Rules, but do nothing to reduce their force.

It is not possible to provide guidance to deal with every contingency, but the Standing Orders provide a framework within which decisions can be taken.

2.3 Re-appraisal and re-adoption of these Standing Orders will take place every four years at the Association's Policy Review or at such other appropriate time.

2.5 Nothing in these Standing Orders shall allow the Committee, any Sub-Committee or Member of Staff to Act in contravention of the Rules of the Association or any statutory obligations upon the Association.

Abertay Housing Association Limited

3.0 COMMITTEE OF MANAGEMENT STRUCTURE

- 3.1 The composition of the Committee of Management shall be not more than 15 members inclusive of co-opted members. In addition, the Committee of Management may co-opt up to a maximum of 5 persons since no more than a third of the committee may be co-opted members.

The Committee of Management may fill casual vacancies as the need arises, and in accordance with its rules, but in no instance can the number of Committee Members inclusive of casual vacancies exceed 15.

- 3.2 The Committee of Management will elect its office bearers (Chairperson, Vice-Chairperson, Secretary and, if elected, Treasurer) at its first meeting after each Annual General Meeting.
- 3.3 Where a Committee member changes their "constituency" status (e.g. either by purchasing their house, or selling their house if an owner occupier), they shall be obliged to resign from the Committee immediately the transaction takes place, thus allowing the Committee to replace their representation.
- 3.4 The Committee of Management may then, at its discretion, co-opt the said member back on to the Committee provided that this does not exceed the permitted number of co-optees.

4.0 RESPONSIBILITIES OF THE COMMITTEE OF MANAGEMENT

- 4.1 The Committee of Management is responsible for ensuring that they provide good quality properties at rent levels affordable to the communities in which they are involved.
- 4.2 The Committee of Management is directly responsible for the Management of the Association's affairs. In the main it does this through the Chief Executive and staff.
- 4.3 The Committee of Management shall oversee, control and direct the duties and actions of the Chairperson, Secretary, Treasurer (if elected), and any other officers of the Association to ensure that these duties are undertaken in accordance with the Rules and aims of the Association.
- 4.4 The Committee of Management is responsible for the promotion and encouragement of Share Membership and shall consider applications for membership of the Association in accordance with the Rules and policies of the Association.
- 4.5 The Committee of Management shall ensure that the Association's borrowings are undertaken in accordance with the Rules.

Abertay Housing Association Limited

- 4.6 The Committee of Management may affiliate to the Scottish Federation of Housing Associations and to any other organisations having objects similar to those of the Association.
- 4.7 The Committee of Management shall ensure that the Annual General Meeting and any General Meeting of the Association are called and conducted in accordance with the Rules of the Association.
- 4.8 The Committee of Management shall operate and maintain, for committee Members and employees, a Code of Governance which ensures that all conduct is in accordance with the Rules, legislation governing the affairs of the Association and the aims and policies of the Association.
- 4.9 The Committee of Management may delegate any of its powers to permanent or ad hoc Sub-Committees or working parties consisting of Committee Members and other persons, including staff, as it thinks fit. The Committee of Management shall ensure that such Sub-Committees, office bearers and staff conform to the instructions given to them.
- 4.10 The Committee of Management has ultimate responsibility for the appointment and removal of staff and for fulfilling the employer function. The Committee of Management may affiliate to Employers in Voluntary Housing or such other body having objects, in respect of responsibilities as an employer, similar to the objects of the Association.
- The Committee will be involved in approving the job description and salary range of all new posts and be involved in the appointment of Senior Management staff.
- 4.12 The Committee of Management is responsible for ensuring the recommendations or directions made by the Scottish Housing Regulator in the course of Audits / Visits or its other functions are implemented.
- 4.13 The Committee of Management may recommend amendments to the Rules of the Association for approval by a General Meeting of the Association, and by the Scottish Housing Regulator and the Financial Conduct Authority and by the Office of the Scottish Charity Regulator if there is a change in purpose.
- 4.14 The Committee of Management may appoint any of its members or any employee to act as signatories or mandatories on its behalf for clearly specified functions.
- 4.15 The Committee of Management will determine and review the Association's Policies within a rolling programme as part of its regular Policy Review.
- 4.16 The Committee of Management is responsible for ensuring the setting of the Yearly Targets of the Association by means of an Internal Management Plan.

Abertay Housing Association Limited

- 4.17 The Committee of Management is responsible for the control of risk management within the Association. It will achieve this by receiving a report on risk management from the Management Team annually. This will include reviewing the risk maps relating to the most major risks, for the purposes of ensuring that the control procedures are adequate and the monitoring process has been properly conducted.
- 4.18 The Management Committee is responsible for approving the Health and Safety policy and ensuring that the policy is regularly reviewed, and updated if necessary.
- 4.19 The Committee of Management is responsible for ensuring that the Association adopts a caring and sensitive approach in its Management Policies and Practices and shall ensure that this is being carried out as part of the Policy Review and Staff Appraisal Systems.

5.0 COMMITTEE OF MANAGEMENT

- 5.1 The Committee of Management will comprise 15 members elected by the membership of the Association (including any persons filling casual vacancies plus any members co-opted by the Committee of Management).
- 5.2 All members of the Committee of Management, including co-opted members, will have equal voting rights with the exception of the Chairperson who will also hold a casting vote for use as required. Co-opted members may vote on all matters excepting those directly affecting membership of the Association or the election of its officers.
- 5.3 Meetings of the full Committee of Management of Abertay Housing Association Limited, thereafter referred to as the Committee, shall in the main be held on the last Wednesday of most months), the meeting commencing at 5:00 p.m. and ending no later than 7.30 p.m. The normal days and start times of meetings may be changed as Committee decide. Any additional meetings may be arranged as agreed by the Committee.
- 5.4 Conduct of Committee Meetings:

The Secretary or the designated Senior Officer shall give notice to members of all ordinary meetings of the Committee and shall specify the matters to be considered at the meeting by annexing to the notices a properly prepared Agenda.

Abertay Housing Association Limited

5.5 Seven days notice of the date, place and Agenda for all meetings shall be given in writing by the Secretary or delegated Officer to all Committee members.

5.6 The Committee shall not at any meeting consider any Minutes or papers which have not been in the hands of the Committee members for at least 24 hours before the meeting unless with the consent of not less than two thirds of the members present.

5.7 Chairperson of the Meeting

If the Chairperson is not present at the start of the meeting, the Chair will be taken by the Association's Vice Chairperson. If she / he is also absent, then a member elected from the members present will preside for the meeting.

5.8 Business to be discussed:

The order of business may be varied so as to give precedence to business of special urgency, at the discretion of the Chairperson.

5.9 The general order of business shall be as follows:

- (a) Apologies
- (b) Adoption of Minutes
- (c) Matters Arising from Same
- (d) Business Carried Over from Last Meeting (if any)
- (e) Discussion and ratification of any decisions taken under Chair's Action (if any).
- (f) Remainder of Agenda.
- (g) Use of the Seal.
NB – the seal may only be used if authorised at a Committee Meeting

5.10 Apologies:

Committee members where possible should submit their apologies for non-attendance at the Management Committee meeting prior to the meeting.

5.11 Minutes:

- (a) The Minutes of the Committee shall be printed under the direction of the Secretary or designated Senior Officer.
- (b) At all Committee meetings the Minutes of the previous Committee shall be submitted.
- (c) The Minutes shall be held as a correct record of what transpired at such meetings, subject to any amendments approved by the Committee.

Abertay Housing Association Limited

- (d) No longer than fifteen minutes will be spent on the approval of the previous minutes.
- (e) Once approved, all Management Committee Minutes will be signed by the Association's Chairperson as being approved. Thereafter, the Minutes will be entered into the Minute Book.
- (f) In the event that a quorum is not present, the Minutes will be noted and deferred to the next available meeting.

5.12 Quorum

A quorum shall be four (excluding co-optees) for an ordinary meeting. If at the time of the meeting a quorum is not in attendance, a period of fifteen minutes should be allowed for late arrivals. If, after fifteen minutes, a quorum of members is not present, the meeting will stand adjourned. If at any time during a meeting it is found that a quorum is not present, the proceedings shall be adjourned.

5.13 Motions and Amendments:

- (a) Motions may be moved by a member of the Committee: A Motion shall fail unless it can find a seconder.
- (b) Motions for any Amendments, which are not seconded, shall not be discussed or put to the meeting or printed in the Minutes.
- (c) After a Motion has been made and seconded, any member wishing to move an Amendment, may do so by stating its terms to the meeting.
- (d) No motion, after it has been made or intimated, shall be withdrawn except by leave of the Secunder.
- (e) In the absence of the member who has given written notice of a Motion, the meeting may dispose of the same or postpone it, as they think fit.
- (f) When a Motion and/or a number of Amendments are raised at the meeting, the Chairperson shall put the last moved Amendment against the preceding one and then put the Amendment receiving the greater number of votes against the next preceding Amendment until disposed of. The Chairperson shall put the remaining Amendment against the original Motion, the Amendment being called first and voted upon, the Motion called thereafter and voted upon.

Abertay Housing Association Limited

5.14 Order of Speaking:

Any member of the Committee wishing to speak at any meeting shall only do so when allowed by the Chairperson. She / he shall address the Chair confining her / his remarks to the matter before the meeting, i.e. by proposing, seconding or supporting a motion or any relative Amendment, or to a point of order to ask a question.

The foregoing does not exclude debate or discussion when appropriate.

5.15 Powers and duties of Chairperson

- (a) The Chairperson is elected in accordance with Rule 59.5 of the Association, which also sets out their role.
- (b) The Chairperson may alter the order of business of the meeting at any stage.
- (c) The decision of the Chairperson on all matters within her / his competency shall be final, and shall not be open to question or discussion.
- (d) Deference shall at all times be paid to the authority of the Chairperson.
- (e) The Chairperson shall be delegated to deal with urgent matters between meetings as stated in the Delegated Authorities under Chair's Action.

5.16 Role and duties of Vice-Chairperson:

The Vice-Chairperson will deputise for and liaise with the Chair as required.

5.17 Role and duties of the Secretary:

- 1. The Secretary is responsible for ensuring, together with the rest of the Committee, that Committee members and staff act in accordance with and within the Association's Rules.
- 2. The Secretary has overall responsibility for convening all meetings, including AGMs, producing minutes, keeping the list of shareholders, and keeping and using the seal of the Association. However on a day to day basis these duties will be delegated to the Chief Executive.
- 3. The Secretary will be responsible for signing such documents that cannot be delegated to a member of staff.

Abertay Housing Association Limited

5.18 Role and duties of the Treasurer

The Treasurer (or designated delegate) is responsible for the monitoring, authorisation and payment of Committee Member expenses.

The Committee may decide not to appoint a Treasurer, in which case these responsibilities will rest with the Chairperson.

5.19 Dissenting Member:

After a Committee decision has been taken and recorded any member who dissents with any decision of the Committee may ask to have her / his dissent recorded in the Minute.

5.20 Invitation to Speak:

Any member wishing to speak must first raise her / his hand and await the invitation of the Chairperson.

5.21 Voting:

A vote may be taken by calling the roll of those present, by ballot or by a show of hands, as may be decided by the majority of the members present and voting. Prior to a vote, the Chairperson will ask those present to decide on method of voting to be used.

5.22 Suspension of Standing Orders:

Any of the Standing Orders, upon a Motion being made at any time during a meeting, may be suspended in regard to any business at such a meeting, provided that the said Motion shall be held to be carried by a two thirds majority of the members present and voting.

5.23 Changes in Policy:

Any policy decisions taken at a meeting of the Committee will be regarded as the policy of the Committee and will not be amended within a period of three months without a Suspension of Standing Orders.

5.24 Procedures after an Annual General Meeting:

- (a) A meeting of the Committee shall take place not later than 28 working days after the Annual General Meeting, the date to be fixed by the Secretary of the outgoing Committee.
- (b) This meeting shall be presided over by the Chairperson of the outgoing Committee or Secretary. If neither is present, then the procedure as

Abertay Housing Association Limited

Standing Order No.5.7 should be implemented.

(c) The order of business for first the meeting shall be as follows overleaf:

- 1 Election of Chairperson
- 2 Election of Vice Chairperson
- 3 Election of Secretary
- 4 Election of Treasurer (if required)
- 5 Election of Sub-Committee Members (if required)
- 6 Date of Committee Meetings

5.25 Co-options

Co-opted members shall not hold any office bearer's position within the Association with the exception of the Secretary who does not require to be a Committee Member

Revised 30 May 2018