



## **Dunbritton Housing Association Limited**

<b>Name of Policy</b>	<b>Standing Orders</b>
<b>Responsible Officer</b>	<b>Chief Executive</b>
<b>Date approved by Board</b>	<b>27 November 2024</b>
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<b>Section</b>	<b>Governance</b>
<b>Reference</b>	<b>GOV - 11</b>

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## 1. Introduction

1.1 The contents of the standing orders refer to the arrangements which set out how the business will be controlled and run. They do so in greater detail than the Rules and specify the governance structures, procedures, and delegation powers of the Association. For the avoidance of doubt, in cases of conflict, the Rules and legal or regulatory requirements will supersede any provision of these Standing Orders.

1.2 Any of these Standing Orders may be suspended at a general meeting of the Association or at a Board meeting provided that the meeting is quorate. Suspension of the Standing Orders should be a rare occurrence, and if it is found to be required frequently, the Board shall consider altering, rescinding or adding to the Standing Orders to avoid their suspension.

1.3 The ruling of the Chair of the Board as to the meaning or application of any of these Standing Orders shall be final.

## 2. Definitions

2.1 Rules – The Rules of Dunbritton Housing Association Ltd, as agreed with the Scottish Housing Regulator and with the Financial Services Authority, in line with the SFHA Charitable Model Rules (Scotland) 2020 produced by the Scottish Federation of Housing Associations.

2.2 Shareholding Members – Members of the Association, who hold a share in the Association, in accordance with its Rules.

2.3 Board - The Board of Dunbritton Housing Association Ltd, which acts as the governing body of the Association in accordance with the Rules. The Board remit is attached at **(Appendix 1)**.

2.4 Members – Those persons elected or co-opted to serve on the Board. All members or co-optees will be approved by the Board **(Appendix 2)**.

2.5 Committee Members – those persons elected or co-opted to serve on any Committee or other groups set up by the Board.

2.6 Delegated Authority – authority delegated by the Board to an individual or group of people to make decisions on their behalf.

## 3. Board and Committee Structure

### 3.1 Standing Committees

Following the Annual General Meeting in September of each year, the Board of Management at the October Board meeting shall appoint the Chair, Vice Chair, Office bearers and membership of such Committees as it deems necessary.

### 3.2 "Ad Hoc" Working Groups

The Board of Management shall be empowered to appoint such "Ad Hoc" or short-life working groups as it may deem necessary, with a specific remit and duration, to consider different aspects of the Housing Association's business from time to time.

## 4. Frequency and Timing of Meetings

### 4.1 Management Board

The Association will have a minimum of 7 and a maximum (including co-optee) of 15 Board members. Membership of the Board including eligibility and the process for elected members is governed by Rules 37-44 in the Associations Rules. A minimum of six ordinary meetings of the Board shall be held each year (Rule 48).

### 4.2 Committees

Each Committee shall meet in accordance with a rota of suitable dates and times to be set out in the Remit of that Committee. The remit of the respective Committees and their Convenors will be reviewed annually following the Annual General Meeting (AGM) at the October Board meeting.

Audit & Risk Committee Appendix 3

Staffing Committee Appendix 4

## 5. Membership of Committees

Membership of each Committee shall be as decided by the Board of Management. Co-optees must not make up more than one-third of a Committee (Rule **42.3**) and there shall be no less than 3 full members on a Committee.

## 6. Appointment of Committee Convenors

The Convenors of any Committee shall be designated by that Committee.

## 7. Conduct of Board Meetings

### 7.1 Appointment of Office Bearers

The Board will appoint from its number a Chair, and Vice-Chair, and any other Office Bearers as are considered necessary to discharge the Board's business. The duties and delegated powers of all Office Bearers will be as agreed by the Board; their Remits appended to and incorporated in these Standing Orders. See list of appendices for specific Remits.

All Office Bearers, except for the secretary, must be elected Board members (Rule **59.1**) and be appointed at the first meeting of the Board of Management following an Annual General Meeting. Office Bearers shall serve for one year and on retiring shall be eligible for re-election.

The Chair may be re-elected but must not normally hold office continuously for more than five consecutive annual general meetings. (Rule **59.11**) The same principle will apply to other office bearers but is not a Rule requirement.

The Chair can only be required to resign if a majority of the remaining Board Members present at a special meeting agree to this. (Rule **59.6**).

The same principle applies to all Board Members (Rule **44.5**). The resolution to remove him/her as a Board Member must relate to one of the following issues: (44.5.1) failure to perform to The Scottish Housing Regulator's **Regulatory Standards** adopted and operated by the Association; (44.5.2) failure to sign or failure to comply with the Association's Code of Conduct for Board Members; or (44.5.3) a breach of the Association's Rules, Standing Orders or other policy requirements.

Where the retiral or removal of an Office Bearer or other Board Member is noted on the notice calling a Board meeting the vacancy may be filled at the meeting: otherwise, a casual vacancy may be filled at a subsequent meeting after the vacancy arises.

## 7.2 The Chair

The Chair of the Board shall convene all meetings of the Board. In the absence of the Chair, one of the other Office Bearers will do so. If at any time no Office Bearer is available, the members present shall elect one of their numbers to chair the meeting. All questions of order arising at any meeting shall be decided by the Chair of the meeting. In the case of equality of votes the Chair of a Board of Management meeting, or substitute, shall have both a deliberative and a casting vote.

## 7.3 Notice of Board Meetings

Agendas for Board meetings shall be prepared by the Chief Executive Officer (CEO) in consultation with the Chair. (In the case of any Committees, the staff member designated in the remit to service that Committee in consultation with the Committee Convenor).

Notice of all meetings of the Board shall be sent to members not less than seven days before the date of the meeting (Rule **50**).

The Chair or two Board Members can request a special meeting by writing with details to the Secretary who will issue a copy of the request within 3 days to all

Board Members. The meeting will be held within 10-14 days following the request and will be conducted in accordance with Rule **56.1**.

Proceedings at any meeting shall not be invalidated by any accidental omission to send notice of the meeting to any member, or any other accidental defect in the arrangements for calling the meeting (Rule **50**).

## 7.4 Preparation for Meetings

Board Members are expected to:

- Read Agenda Papers before Board & Committee Meetings.
- Contact the Finance & Corporate Services Manager, or the Chair/Convenor of the Board/Committee, in advance of the meeting, if they have any queries, or do not understand the purpose or relevance of a report's contents, or would like further information or clarification to be provided at the meeting.

## 7.5 Order of Business

The business at meetings shall normally follow the order of the Agenda, but the **Chair** or substitute shall have the power to alter the order of business at any stage. With the consent of the members present, business not on the Agenda may be transacted at a Board or Committee Meeting. Business should be brought to the attention of the Chair in advance of a meeting. In particular, any AOCB item can only be brought up at a meeting if notified in advance to the Chair. In all cases, the Chair will decide whether a matter is urgent or competent or if it should be referred to staff to clarify before being brought to Board's attention.

No meeting shall continue for more than two hours beyond the time from which the meeting is called unless a motion to suspend these standing orders is carried with the approval of a majority of the members present.

The Board shall have the power to adjourn any meeting to such date and time as it, or the Chair, may determine, and, when any adjourned meeting is resumed, the proceedings shall commence at the point at which they were adjourned, and shall extend only to items on the Agenda for the original meeting.

## 7.6 Quorum

In accordance with Rule **48**, there must be **at least 4 Board members** (not including co-optees) to form a quorum at a Board of Management meeting (Committee remits may specify a lesser number but shall be no less than 3). No business may be conducted without a quorum.

## 7.7 Minutes

Board Minutes shall be prepared by an employee of the Association and a draft sent within 7 days to the Chair of that meeting for perusal. They will then be issued to all members in draft form for any corrections, before being issued for approval with the Agenda for the next Ordinary meeting of the Board. After confirming their accuracy and recording any amendments the Minutes require to be proposed and seconded by members present at the meeting to which the Minutes relate and signed by the Chair of the meeting at which they are read (Rule **62**).

In the case of Committees, the same procedure (above) regarding issue of draft Minutes will apply. The Minutes shall be put to the next meeting of the for approval of accuracy and will be signed by the Convenor of that meeting. Any matter requiring Board approval will be put to the next Board meeting in the form of a separate report with a recommendation from the Committee.

## 7.8 Voting

Voting shall normally be by show of hands but shall be by secret ballot if such procedure is requested by one third of the members present at any meeting. A simple majority shall be sufficient to determine the matter, with the Chair having the casting vote as set out in 2 above. In the case of a motion to suspend Standing Orders (e.g. to continue a meeting or change a decision within six months) a simple majority of the members present in favour of the motion shall be necessary.

## 7.9 Dissent

Any Member of the Board or of a Committee may, without giving reasons, ask that his/her dissent from any resolution be recorded in the Minutes, provided that the request is made at the meeting at which the resolution has been passed.

## 7.10 Motions and Amendments

All motions and amendments must be relevant to any subject under discussion and the Chair of any meeting shall have the power to rule out of order any motion or amendment which is, in their opinion, irrelevant or incompetent.

Any motion or amendment requires to be proposed and seconded before being put to the meeting.

## 7.11 Order of Debate

The Chair of the meeting shall determine the order of debate. The proposer of any motion shall have the right to reply before a vote is taken but may not introduce any new matter at that stage. After the proposer of the motion has exercised their right of reply, no other member may speak on the question, unless to raise a point of order.

## 7.12 Points of Order

Any Member may raise a point of order in the course of a meeting and must specify which Standing Order relates to the point being raised and all questions of order shall be decided by the Chair of the meeting. No other Member shall be permitted to speak to the point of order, unless with the Chair's permission.

## 7.13 Committee Decisions

Rule **54** states that 'All acts done in good faith as a result of the decision of a Board/Committee meeting will be valid.'

## 7.14 Motions Contradictory to Previous Decisions

A motion which is contradictory to a previous decision of the Board or any committee shall not be competent within 6 months from the date of adoption of such a decision unless such a motion receives the support of a simple majority of the Members present and voting at a Board of Management meeting.

### 7.15 Declaration of Interest

If any Member or employee has a personal or pecuniary interest, direct or indirect, in any matter under discussion at a meeting of the Board or of a Committee, they shall declare that interest before the meeting or, if unable to do so, as soon as practicable after the commencement of the meeting and shall leave the meeting while the matter is discussed and will not be allowed to vote on the matter or stay in the meeting while any vote on the matter is being held. If the person is inadvertently allowed to stay in the meeting and vote on the matter, his/her vote will not be counted. 'Declarations of Interest' shall be a standing item at the start of each Board/Committee agenda.

### 7.16 Confidentiality

All Reports and matters discussed and not Minuted at Board or Committee meetings shall be treated in strict confidence by Members and employees in attendance, whether or not a particular matter is specifically described as confidential. This confidentiality shall only be relaxed by agreement of the Board of Management.

### 7.17 Enforcement of Standing Orders

It shall be the duty of the Chair of any meeting to ensure that Standing Orders are observed and enforced at that meeting.

### 7.18 Amending Standing Orders

These Standing Orders can only be altered or amended by a two-thirds majority decision at a Board meeting unless the alteration or amendment would affect a Rule of the Association in which case the Rules relating to the Amendment of Rules will apply. (Rule **88**).

## **8. Delegations of Powers to Office Bearers and Officials**

### 8.1 General Principles

It is recognised that the effective achievement of the Association's work will often require decisions to be taken without awaiting Board or Committee approval and that many routine matters will fall to be decided by Office Bearers. Accordingly, this Scheme of Delegation sets out the basis on which delegated powers shall be exercised by the Association's Office Bearers. The Board's purpose in approving this Scheme of Delegation of Powers is to ensure that the work of the Association is not unnecessarily delayed for decisions which are clearly within the general terms of the Association's Policies.

Accordingly, the Office Bearers shall, in all cases, seek to use delegated powers to maintain progress in the various areas of work, provided that no decisions are taken which go against the stated policy or major financial commitments entered into without the approval of the Board or the appropriate Committee.



## 8.2 Chair & Vice-Chair

The Chair of the Board, in consultation with the CEO of the Association shall have the discretion to authorise such actions or decisions as may be necessary to avoid delays in undertaking the work of the Association and within the area covered by each of the Committees, provided that policy decisions are reserved to the Board Standing Committee. All matters on which the Chair has authorised actions shall be reported to the following meeting of the Board or standing Committee. The Chair (**appendix 5**) and the Vice Chair (appendix 6) remit is appended to the Standing Orders. 5 & 6.

## 8.3 Secretary

It shall be understood that, in all cases where discretionary authority is delegated to the Chair, the same authority shall be delegated to the Secretary as substitute in the absence of the Chair and that all matters on which the substitute has authorised action shall be reported to the following meeting of the Board or standing Committee.

Notwithstanding the foregoing, the Secretary, shall have authority for carrying out the duties of Secretary as laid down in the Associations Rules and to ensure the proper completion and scrutiny of all legal documents. (Rule **59.3**) Appendix 7

In circumstances where the Secretary is unavailable to carry out their functions the Board, or in emergency cases the Chair may appoint any Office Bearer, Board member or employee to carry out the Secretary's functions meantime. (Rule **59.1**)

## 8.4 Treasurer

The Treasurer's duties shall be as set out in the Treasurer's Remit, appended to the Standing Orders. The post is intended to assist the efficiency of the Finance functions, by reducing discussion time on the more straightforward day to day items of the Association thereby releasing limited Board time to discuss the major financial issues for Dunbritton Housing Association (**Appendix 8**).

The appointment of Treasurer will be made by the Board of Management at the October Board meeting after the September Annual General Meeting.

## 8.5 Emergency Arrangements

Where urgent decisions with policy implications become necessary and when it is impracticable to call a Board meeting, the Chair, or in their absence, one of the other Office Bearers shall consult with a majority of Board Members and the CEO and shall only take such decisions as shall involve the least possible policy/financial commitment on behalf of the Association. The decisions taken shall be reported to the Board as soon as possible thereafter for ratification.

In terms of Rule **55**, a written resolution signed by all Board Members or all the members of a Committee will be as valid as if it had been passed at a properly called and constituted Board meeting.

## **9. Delegation of Powers - General Principles of Delegation**

9.1 Authority and responsibilities reserved to the Board of Management are as set out in the Board of Management Remit.

9.2 Each Committee shall observe strictly its Remit which details delegated powers and shall exercise in any matter only the degree of authority delegated to it by the Board of Management. Convenors of Committees shall have delegated functions as outlined in their respective Remits.

9.3 It is the responsibility of the staff member preparing a report to ensure that members are made aware whether it is competent for the Committee to decide on an issue or whether a recommendation should be made to the Board on the issue concerned.

9.4 The Committee has the ultimate power to agree on competence and a member of staff takes instruction from the Committee on whether an issue should be referred to the Board – or another Committee – for decision or information.

9.5 The Board may consider, at any time, the matter included in a reference to a Committee and may alter, retract, recall or review this, or any powers delegated to a Committee. The Chair shall decide any matter of dispute arising at a Board meeting regarding the reference of any matter to a particular Committee.

9.6 Delegation of authority to the Management Team shall be in relation to the implementation of approved Policies and acting within the resources agreed in the Annual Budget.

## **10. Disciplinary Procedure**

10.1 While recognising the right of Association Members at General Meetings to elect Board Members subject only to provisions in the Rules, it shall be the responsibility of the Board to ensure, so far as it is practicable, that Board Members carry out their duties in such a manner as to protect the interests of the Members and to uphold the reputation of the Association.

10.2 In fulfilling this responsibility, it shall be the duty of the Secretary, on receiving a complaint in respect of the conduct of any Board Member, to place the matter on the agenda of the next Board meeting. In the interim, the Secretary and the CEO will investigate the matter then advise the Board of their findings. Board Members involved will be afforded the opportunity to respond to the allegations.

10.3 The Board of Management in concluding such matters has the power to issue Warnings and or dismiss a Board Member depending on the severity of the misconduct.

10.4 In the event of any Board Member receiving three warnings a special meeting of the Board will be convened and the member must leave the Board if a majority of the remaining Board members vote in favour of this (Rule **44.5**)

10.5 In the event of a Board Member having left the Board and being re-nominated for election at a subsequent General Meeting, the Board shall report on the Member's conduct at the General Meeting at which their nomination is to be considered.

10.6 Any former Board Member who was in receipt of three warnings under this Standing Order during a prior term of office may not be co-opted to the Board or appointed to fill a Causal Vacancy thereafter.

10.7 In terms of this Standing Order conduct shall be deemed to be inappropriate if a Board Member fails to abide by the Code of Conduct for Board Members, and, in particular:

10.7.1 Breaching the Board Member's responsibility to treat any information gained through Membership of the Board of as confidential and not to relay that information to any third party unless specifically authorised to do so.

10.7.2 While on Association business, acting in such a way as to bring Dunbritton Housing Association into disrepute.

10.7.3 Failure to declare an interest in any matter before the Board of Management.

10.7.4. Acting improperly in relation to the granting of contracts or other benefits by the Association

10.7.5 Repeated and deliberate failure to comply with the Rules, Standing Orders or Policy decisions of the Association.

10.7.6 Making flippant, derogatory or offensive remarks at Board/Committee meetings.

10.7.7 Whereas it is the particular responsibility of Office Bearers of the Association to ensure that any action in breach of this Standing Order is brought to the Board of Management's attention, it is the responsibility of all members to ensure that the Board is able effectively to enforce the Standing Orders.

## **11. Equality & Diversity**

11.1 As a service provider and employer we recognise the requirements of the Equality Act 2010, oppose any form of discrimination and will treat all customers, internal and external, with dignity and respect. We recognise diversity and will ensure that all of our actions ensure accessibility and reduce barriers to employment and the services we provide.

## **12. Links with other Policies**

12.1 Our Standing Orders Policy is supported by, and links to a number of other Policies and strategies – details of these are shown below

- The Association's Rules
- Committee and Convenor Remits
- Code(s) of Conduct (Board Members and Staff)

- Financial Regulation

### **13. Review**

The Standing Orders will be reviewed at least every three years by the Board.

**Dunbritton Housing Association Ltd.**

**BOARD REMIT**

**1. GENERAL**

The Board shall act for the Association in all matters, except those required to be exercised by a general meeting of the membership as set out in the Rules of Dunbritton Housing Association Limited.

The Board shall direct the policies and business of the Association in accordance with its Rules and charitable objectives and is responsible to its stakeholders and other interested bodies for exercising proper control over the activities of the Association.

Delegated authority may be given to Committees as appropriate. Board remits will be reviewed annually following each AGM.

This Remit and that of the Chair of this Board shall form part of the Standing Orders of Dunbritton Housing Association Ltd.

**2. STRUCTURE OF THE BOARD OF MANAGEMENT**

The Structure is as set out in the Rules and includes the following:

- 2.1. No less than 7 and no more than 15 members (including co-optees) shall form the Board.
- 2.2. No more than one third of the membership of the Board can be co-optees.
- 2.3. Co-optees cannot be office bearers and cannot take part in the election of office bearers or in any issues which directly affect the membership of the Association.
- 2.4. The Quorum for the Board is 4 elected Board members.
- 2.5. Meetings will be held normally on the second Wednesday of every month  
**No meetings are held in July or December**
- 2.6. The Chief executive Officer, assisted by the Finance & Corporate Services Manager, is responsible for servicing the Board.

**3. POWERS, FUNCTIONS & RESPONSIBILITIES OF THE BOARD (where not otherwise stated in the Rules)**

The following authority and responsibilities are reserved to the Board:

Governance

- 3.1 Ensure that the Association is compliant with its Rules, relevant legislation and Codes of Practice, the Scottish Housing Regulator's Regulatory Standards and the Social Housing Charter.

- 3.2 Ensure that the Association conducts its activities to the highest standards and in a manner, which is open and accountable to the Association's residents.
- 3.3 Ensure the Association adheres to Equalities legislation and good practice.
- 3.4 Development, review and approval of Standing Orders, Policies & strategic procedures, Financial Regulations, Codes of Conduct and Strategies.
- 3.5 On-going review of effectiveness of Board structure and constitution (Rules).
- 3.6 Agree delegated functions to Management Team and Committees.
- 3.7 Agree authorised signatories for document signing and appoint representatives to external bodies.
- 3.8 Ensure that the Association adheres to relevant Health and Safety legislation.

### Strategy & Performance Management

- 3.9 Monitor compliance with Policies and review Performance outcomes.
- 3.10 Approval of Business Plan.
- 3.11 Receive progress reports on Community Action projects.
- 3.12 Approval of the Annual Return on the Charter and all financial returns to the Scottish Housing Regulator.

### Risk Management

- 3.13 Receipt and approval of Minutes from Audit Committee.
- 3.14 Overall responsibility for the Risk Management Strategy, which is reviewed by the Audit Committee.
- 3.15 Receive annual reports from the Internal Auditor on the effectiveness of the risk management and internal controls procedures and systems.
- 3.16 Appointment of Auditors (Internal & External).
- 3.17 Review and approval of Insurances.
- 3.18 Receive and respond to External Auditor's annual Management Letter.

### Resources Management

- 3.19 Approval of Annual Budget, Annual Accounts, 5 Year Budgets and 30 Year Financial Projections.
- 3.20 Approve the quarterly Management Accounts and monitor cash flow.
- 3.21 Approve adjustments to budget expenditure for the current financial year.
- 3.22 Approval of land and property acquisitions, from our own resources or private borrowings.
- 3.23 Approve recommendations from the Staffing Committee on any re- structuring / re-grading out with existing budgets or involving any Operational Management Team posts.
- 3.24 Agree Board member attendance at Conferences.
- 3.25 Approval of annual rent, service charges and factoring fees.
- 3.26 Approve Loan Agreements and receive Treasury Management Reports.
- 3.27 Approve bad debt write offs in excess of £1000 and provision for bad debts relating to rent accounts, factoring accounts and re-chargeable repairs as recommended by the relevant Committee.

## Appendix 2 - Model Role Description for a Governing Body Member

### Role Description for Governing Body Members of Dunbritton Housing Association

#### 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 1<sup>1</sup>

- 1.1 This role description has been prepared to set out the responsibilities that are associated with being a governing body member (GBM) of Dunbritton Housing Association . It should be read in conjunction with the accompanying person specification [or GB profile] and Dunbritton Housing Association’s Rules and Standing Orders.
- 1.2 Dunbritton Housing Association 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 Dunbritton Housing Association 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 have developed a profile for the GB which describes the skills, qualities and experience that we consider we need to lead and direct Dunbritton Housing Association and 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 or appointed, 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 Dunbritton Housing Association’s work

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<sup>1</sup> Scottish Housing Regulator (February 2024) [Regulatory Framework](#)

- Promote and uphold Dunbritton Housing Association's values
- Set and monitor standards for service delivery and performance
- Control Dunbritton Housing Association's affairs and ensure compliance
- Uphold Dunbritton Housing Association's Code of Conduct and promote good governance

2.2 Responsibility for the operational implementation of Dunbritton Housing Association's strategies and policies is delegated to the CEO

### **3. Key Expectations**

3.1 Dunbritton Housing Association has adopted a Code of Conduct for Governing Body Members which every member is required to sign on an annual basis and uphold throughout their membership of the governing body.

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 Dunbritton Housing Association. All members are equally responsible in law for the decisions made.

3.3 Each member must always act only in the best interests of Dunbritton Housing Association 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.

3.4 Our rules contain specific requirements that all GBMs should be aware of, including:

- The GB must have at least seven members
- The quorum for a meeting of the GB is four members, who must be elected or have filled a casual vacancy
- The quorum for a sub-committee meeting is three members, who must be elected or have filled a casual vacancy
- Co-opted members cannot make up more than one third of the GB; they do not contribute to a quorum being achieved and cannot be elected to an OB role
- The Secretary must present a report to the last GB meeting before the AGM confirming that all the requirements of Rules 62-67 have been met
- An experienced GBM (who has nine or more years' experience with the RSL) must have the agreement of the GB if they intend to seek re-election for a further term: the GB's agreement should be recorded in the relevant minute
- A GBM ceases to be a member of the GB if they miss four consecutive meetings without, first, having been granted leave of absence
- A GBM who has declared an interest in a matter to be discussed at a meeting must leave the meeting, before the matter is discussed, and cannot vote on the issue



#### **4. Main Tasks**

- To contribute to formulating and regularly reviewing Dunbritton Housing Association's values, strategic aims, business objectives and performance standards
- To monitor Dunbritton Housing Association's performance
- To be informed about and ensure Dunbritton Housing Association's plans take account of the views of tenants and other customers
- To ensure that Dunbritton Housing Association operates in accordance with relevant legal and regulatory requirements
- To be assured that Dunbritton Housing Association is compliant with relevant legal and regulatory requirements
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that Dunbritton Housing Association is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure Dunbritton Housing Association's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the governing body, as the employer of Dunbritton Housing Association's staff
- To ensure that Dunbritton Housing Association is open and accountable to tenants, regulators, funders and partners

#### **5. Duties**

- Act at all times in the best interests of Dunbritton Housing Association
- 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
- Exercise objectivity, care and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities

- Take part in an annual review of the effectiveness of Dunbritton Housing Association’s governance and of your individual contribution to Dunbritton Housing Association’s governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent Dunbritton Housing Association 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 Dunbritton Housing Association’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	Time
Attendance at up to 10 regular meetings of the governing body	<b>20 Hours</b>
Reading and preparation for meetings of the governing body	<b>10 Hours</b>
Attendance at up to 2 committee meetings	<b>5 Hours</b>
Reading and preparation for sub-committee meetings	<b>2 Hours</b>
Attendance at annual planning and review events (including individual review meeting)	<b>12 Hours</b>
Attendance at events such as estate tours, tenant / customer conferences, openings and site visits	<b>4 Hours</b>
Attendance at internal briefing and training events	<b>3 Hours</b>
External Training and conference attendance (may include overnight stay or weekend)	<b>7 Hours</b>
<b>Total</b>	<b>62 Hours</b>

## 7. What Dunbritton Housing Association Offers GBMs

### 7.1 **[All GBMs are volunteers and receive no payment for their contribution].**

Dunbritton Housing Association has adopted an Entitlements, Payments and Benefits (EPB) Policy which prevents you or someone close to you from inappropriately benefiting personally from your involvement with Dunbritton Housing Association. This and related policies also seek to ensure that you are not unfairly disadvantaged by your involvement with Dunbritton Housing Association. All out of pocket expenses associated with your role as a GBM will be fully met and promptly reimbursed.

### 7.2 In return for your commitment, Dunbritton Housing Association 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 Dunbritton Housing Association'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 **27 November 2024**. 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 **[no more than three years from adoption]**.

## Dunbritton Housing Association Ltd Audit & Risk Committee Remit

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### 1. General

- 1.1 The Audit & Risk committee will be appointed each year at the October Board meeting following the September Annual General Meeting. The membership will consist of 6 Board members.
- 1.1 The Audit & Risk Committee is responsible for ensuring that there is on-going/continuous review of the adequacy of the Association's internal financial and operational control systems, thereby protecting the assets and viability of the business.
- 1.2 To this end it is delegated with overseeing all matters relating to internal controls of the Association. This includes taking an overview of the work of the other committees to ensure that all the objectives, standards, policies, procedures and other control arrangements are actually being implemented.
- 1.3 This Remit and that of the Convenor of this Committee, shall form part of the Standing Orders of Dunbritton Housing Association.

### 2 Structure

- 2.1 The Audit & Risk Committee will be appointed each year at the first Board of Management meeting following the Annual General Meeting and the members of the Committee, so long as they remain members of the Board, shall hold office until the next Annual General Meeting.
- 2.2 The Convenor must be an elected Board member, but not the Chair of the Board of Management.
- 2.3 There will be a minimum of 4 Board members on the Committee and co-opted members will not make up more than one third of the Committee.
- 2.4 The quorum for the Committee shall be 3 elected Board members (excluding co-opted members).
- 2.5 Where possible the Association will ensure that someone with finance, accounting or auditing background is elected or co-opted on to the Committee.
- 2.6 Casual vacancies may be filled during the year as the need arises.
- 2.7 The Chief Executive Officer will be responsible for servicing the Committee.
- 2.8 The frequency and timing of meetings will be decided by the Committee. Normally meetings will be held six monthly.

### **3 Report of Proceedings by the Audit & Risk Committee**

- 3.1 Minutes of meetings shall be put to the next meeting of the Board for approval following an agreement of accuracy and signing by the Chair.
- 3.2 Any matters requiring Board approval or attention will be put to the next Board Meeting in the form of a separate report with a recommendation from the Committee.
- 3.3 The Committee can ask non-members (including staff and advisors) to leave meetings when required.
- 3.4 The Committee can meet with the external and/or internal auditor, without staff and advisors present, as required. It is also recognised that both the external and the internal auditors have direct access to this Committee.

### **4 Powers and Functions of the Audit & Risk Committee**

- 4.1 A decision of the Committee will not be binding until approved by the Board except in the case of specific functions and powers delegated by the Board.
- 4.2 The Audit & Risk Committee principally will be an advisory committee, but specifically will have the delegated powers and functions as set out in this remit.
- 4.3 While the Board retains responsibility for the approval of the Association's Risk Management Strategy, authority has been passed to the Audit & Risk Committee to review the Risk Assessment Strategy and Procedures. This includes ensuring strategic risks contained within the Risk Register and set out in the Corporate Plan are examined at least once a year.
- 4.4 This Committee will fulfil the responsibilities of an 'audit committee' as set out the Scottish Housing Regulator's Regulatory Standards Framework, with the exception of the financial reporting requirements, which responsibility shall be retained by the Board.
- 4.5 The Regulatory Standards guidance on audit requirements supplements Regulatory Standard 3 (which relates to treasury management, business planning, financial forecasting, and remuneration of employees, covenant compliance and financial returns).
- 4.6 The relevant responsibilities described in the Standards are set out below.
  - i. Ensure there are formal and transparent arrangements for maintaining an appropriate relationship with the RSL's external auditor and its internal auditor.
  - ii. Review the RSL's internal financial controls (and also reviewing the RSL's internal control and risk management systems).

- iii. Monitor and review the effectiveness of the RSL's internal audit function.
- iv. Make recommendations to the governing body in relation to the appointment, re-appointment and removal of the external auditor.
- v. Approve the remuneration and terms of engagement of the external auditor and the internal auditor.
- vi. Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
- vii. If relevant, develop and implement the Association's policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm.
- viii. Report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.
- ix. Monitor and review the effectiveness of the internal audit activities, including the use of the internal audit function to carry out non-audit duties.
- x. Primary responsibility for recommending the appointment, re-appointment and removal of the external auditor and the internal auditor

In addition, the Association has agreed that the following matters are remitted to the Audit & Risk Committee:

- Receive the Treasurer's Report on Financial and Register checks.
- Receive 6 monthly reports on any whistleblowing matters and ensure that the culture within the organisation is such that the Whistleblowing Procedures are accessible and can be successfully implemented when required.
- Consider the terms of the external auditor's Annual Audit Plan.
- Ensure that the Association has appropriate means of reporting on key performance outputs, including benchmarking against other RSLs and develops a business excellence system.
- Satisfy the governing body that there is sufficient systematic review of the internal control arrangements, both financial and operational. Ensure weaknesses in the internal controls system, when highlighted by internal audit reviews, are being dealt with and reported appropriately and investigate any areas of concern.
- Review the 3 yearly Audit Needs Assessment & Corporate Plan.
- Review the annual programme of internal audit work and outcomes, ensuring there is a rolling programme of reviews covering the entire control system.
- Oversee and review progress on recommendations arising from Internal Audit Reports.
- Submit Internal Audit Annual Report to the Board, if necessary, highlighting any issues of concern.

**Dunbritton Housing Association Ltd Staffing Committee REMIT**  
**A Staffing Committee will be formed as required.**

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**1. Structure**

The Staffing Committee will be appointed each year at the October Board meeting following the September Annual General Meeting.

The Committee will consist of the Office Bearers, namely the Chair, Vice Chair, Treasurer Secretary, and another two Board members. The Board elects the Vice-Chair, who shall be the Convenor of this Committee.

The quorum for the Committee normally shall be 3; however, a grievance or disciplinary panel may consist of 2 members only.

The Chief Executive Officer & Finance & Corporate Services Manager will be responsible for servicing the Committee.

**2. Powers and Functions of the Staffing Committee**

2.1 The management of any grievance & disciplinary matters which require the involvement of the Board.

This includes:

- Administering the appropriate stages of the Disciplinary Procedure, including convening a disciplinary hearing if there is an allegation of Gross Misconduct.
- Dismissal of employees in accordance with the terms and conditions of employment.
- Hearing appeals against first or final written warnings.
- Hearing staff grievances in accordance with the appropriate stage of the Terms and Conditions of employment.
- Reporting issues relating to all of the above to the full Board only as appropriate.

2.2 Staff Structure

- Consider and approve any proposals for re-grading and re-structuring within departments where costs can be contained within the overall approved budget.

- Make recommendations to the Board on any re-structuring / re-grading out with existing budgets.

2.3 Review the provision of Financial Services including the requirement to retain external support services; review and agree on the terms of the service level agreement on a 2 yearly basis and approve extensions to the contract or, where appropriate, tendering for the service.

### **3. Co-options**

In the event of any members not being available to enable the Committee to fulfil its functions, or if a member is compromised or otherwise has an interest in any disciplinary or grievance proceedings, in order to ensure impartiality, the Committee may involve other suitably experienced Board members to serve on the Committee or on a grievance or disciplinary panel.

The Committee may decide to temporarily co-opt another Board member where that member's skills and knowledge can support the Committee in a specific area of work.



## **Delegated Levels of Authority for Disciplinary Action**

### Stage Authority

Informal Action      Line Manager

First Written Warning

Asset Management staff – Asset Manager

Housing Services staff      Housing Services Manager

Finance & Corporate Services staff – Finance & Corporate Manager

Management Team - Chief Executive Officer

Chief Executive Officer      Chair

Final Written Warning

Staff - Managers

Management Team      Chief Executive Officer

Chief Executive Officer      Chair

Dismissal      Staffing Committee Hearing Panel convened by Vice-Chair (Staffing Committee Convenor) for dismissals concerning the Management Team (Senior Officers) and / or the Chief Executive Officer

Chief Executive Officer has delegated authority to dismiss staff below the level of 'Senior Officer' (i.e. staff out with the Management Team)

***These levels of authority were reviewed at Management Board on 27 November 2024***

**Signed:** \_\_\_\_\_ (Vice Chair)

**Dated:** \_\_\_\_\_

Copy of this signed pro-forma to be passed to: All Staff

## Appendix 5 - Model Role Description for Chair

### Role Description for Chair of Dunbritton Housing Association

#### 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Chair of Dunbritton Housing Association **[and to the Chairs of Dunbritton Housing Association's committees]**. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should be considered alongside Dunbritton Housing Association's Rules, Standing Orders, Code of Conduct and Entitlements, Payments and Benefits Policy.
- 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 committee Chairs]** after each AGM at the October Board meeting. 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 Dunbritton Housing Association may not also serve as the Chair of a committee and each committee must elect a different Chair.]**
- 1.5 An overview of the Role of the Chair is outlined in Rule **[59.6]** of Dunbritton Housing Association'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 Dunbritton Housing Association can be re-elected, in accordance with Rule **[59.11]** of Dunbritton Housing Association'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.

#### 2. Key Responsibilities

- 2.1 The Chair must always act, and be seen to act on behalf of the governing body. The Chair's key responsibilities are:
  - To lead the governing body **[or committee]** constructively, provide direction and manage meetings effectively
  - To develop an open and inclusive relationship amongst GBMs and support strong and effective governance
  - To develop and maintain a constructive and positive working relationship between the Chair and **[Senior Officer]** and senior staff

- To uphold Dunbritton Housing Association's Code of Conduct and promote good governance
- Ensure decision making complies with Standing Orders and Scheme of Delegation
- To be a positive and effective ambassador for Dunbritton Housing Association
- To ensure that Dunbritton Housing Association's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the GB
- To be accountable for the actions of the Chair

### **3. Leadership and Direction**

3.1 The Chair is expected to:

- Lead by positive action and example
- Represent Dunbritton Housing Association positively and effectively
- Set the style and tone of governing body **[or committee]** meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for Dunbritton Housing Association's governing body
- Ensure that the necessary arrangements are in place to enable Dunbritton Housing Association 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 Dunbritton Housing Association'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

- In the event that it is necessary, be responsible for the implementation of the Protocol that provides for investigations into an allegation that a GBM may have breached the Code of Conduct

#### **4. Working with the CEO**

##### 4.1 The Chair should:

- Establish a constructive relationship with the CEO and ensure that their respective roles of leading and managing are recognised and promoted effectively. **[Committee Chairs should establish similar relationships with the relevant senior staff member].**
- Work in partnership with the CEO to ensure the effective conduct of the GB's business
- Ensure that the conduct of Dunbritton Housing Association'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 the CEO, in accordance with Dunbritton Housing Association's agreed recruitment practices
- Carry out, with at least one other governing body member, the CEO's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the governing body.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the CEO
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the CEO, in accordance with Dunbritton Housing Association'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
- Build and sustain constructive relationships with other office bearers, members of the governing body and senior staff
- Initiate any investigation under the terms of Dunbritton Housing Association's Code of Conduct

- Chair all general meetings of Dunbritton Housing Association in accordance with the Rules
- Chair all governing body meetings of Dunbritton Housing Association, in accordance with the Rules and Standing Orders
- Ensure that all governing body members have access to appropriate information and advice (including specialist, independent and/or professional advice) and have an opportunity to contribute to discussion and consideration of all matters requiring their attention
- Ensure that effective induction and ongoing training and support are provided to all governing body members and that annual performance reviews are conducted in accordance with Dunbritton Housing Association's policy
- Manage meetings inclusively and 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 Dunbritton Housing Association's business is efficiently and accountably conducted between governing body meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the governing body or the Chair's authorisation, in accordance with Dunbritton Housing Association'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 range of skills, knowledge and experience required to lead Dunbritton Housing Association effectively is available to the governing body and that the governing body is able to access specialist support when necessary
- Lead the governing body's succession planning and recruitment to ensure good governance and regulatory compliance.

## **7. Monitoring and Review**

7.1 This role description was approved by the governing body on **27 November 2024**. It will be reviewed not later than **27 November 2025**.

## Appendix 6 - Model Role Description for Vice Chair

### Role Description for Vice Chair of Dunbritton Housing Association

#### 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Vice Chair of Dunbritton Housing Association. 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 Dunbritton Housing Association;
  - Dunbritton Housing Association's Rules; and
  - Dunbritton Housing Association's Standing Orders.
- 1.2 In the event that the Chair of Dunbritton Housing Association 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 There is no fixed term of office for the vice-chair, although they cannot serve for more than five years continuously. Dunbritton Housing Association encourages the rotation of the vice-chair's office as part of its approach to effective succession planning, in order to provide opportunities for GBMs to develop their skills and experience.
- [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; other members of the GB are also able to stand for election as Chair at the same time.]**
- 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 Dunbritton Housing Association. **Therefore, this role description must be read in conjunction with the Role Description for the Chair of Dunbritton Housing Association.**
- [Some RSLs allocate specific duties to the vice-chair which would, otherwise, fall to the Chair: in this situation, these duties should be specified in this role-description and that of the Chair should be amended accordingly]**
- 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 **27 November 2024**. It will be reviewed not later than **27 November 2025**.



## Appendix 7 - Model Role Description for Secretary

### Role Description for Secretary of Dunbritton Housing Association

#### 1. Introduction

- 1.1 This role description sets out the particular duties and responsibilities that attach to the Secretary of Dunbritton Housing Association. The responsibilities described here are additional to those set out in the governing body members' (GBM) role description. It should also be considered alongside Dunbritton Housing Association's Rules and Standing Orders.
- 1.2 The responsibilities associated with the role of the Secretary will be carried by a governing body member of Dunbritton Housing Association 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 Dunbritton Housing Association, with the Secretary assuming responsibility and being accountable for ensuring that they are carried out in an effective manner.

#### 2. Duties of the Secretary

- 2.1 Dunbritton Housing Association's Rules specify the Role of the Secretary in detail. The Secretary is responsible for ensuring that all of these responsibilities are fulfilled. **[All references to the Secretary within Dunbritton Housing Association's Rules are provided as Annex 1] (page34).**
- 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
  - Ensuring that nominations and elections to the GB are carried out in accordance with the Rules
  - Preparing and sending all the necessary reports to the Financial Conduct Authority and the Scottish Housing Regulator [and OSCR]
  - Ensuring compliance with Dunbritton Housing Association's Rules
  - Keeping the Register of Members and other Registers required by Dunbritton Housing Association's Rules
  - Supervision of the Dunbritton Housing Association's seal
  - Confirming to the GB, at the last meeting before the AGM, that the requirements of Rules 62-67 have been met

### 3. Monitoring and Review

- 3.1 This role description was approved by the governing body on **27 November 2024**. It will be reviewed not later than **27 November 2025**.

## **Annex 1 – References to Secretary Within Dunbritton Housing Association’s Rules**

### **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 59.10]**

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.

**[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.

## Dunbritton Housing Association Ltd

### Treasurer's Remit

#### Appendix 8

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1. As stated in the Standing Orders, 'this post is intended to assist the efficiency of the Finance functions, by reducing discussion time on the more straightforward day to day items of the Association thereby releasing limited Board time to discuss the major financial issues for Dunbritton Housing Association'.
2. The Treasurer takes the lead in overseeing finance matters within the Association on behalf of the Board.
3. The Treasurer will ensure that the Board receives proper financial reports and easily understood explanations as required to interpret accounting information.
4. The Board will appoint the Treasurer during their first meeting following the Annual General Meeting, which takes place at the October board meeting.
5. The Treasurer must be an elected Board (not co-opted) member.

#### Delegation

6. The Treasurer is empowered to make decisions on finance which require urgent action in between Board meetings in order to facilitate operations, so long as any such decision is clearly within the terms of the Association's policies and procedures, has no financial implications out with the agreed budgets and is clearly within the Treasurer's Remit. Such decisions will be reported to the next Board meeting for retrospective approval of the action taken.
7. In the case of any dubiety regarding the extent of the remit, the Treasurer shall consult the Chair of the Board or other office bearers, taking advice from the Finance & Corporate Services Manager and the Chief Executive Officer.
8. Delegated authority is given to the Treasurer for the following functions:
  - Performing financial checks on cheque lists, petty cash, ledger reconciliations, Board members' expenses & Chief Executive Officer's expenses.
  - Checking registers as listed in the Financial Regulations and not otherwise the responsibility of the Secretary.

- Checking Internal Controls Manual (Annually on server)