

**MINUTES OF SPECIAL GENERAL MEETING HELD ON WEDNESDAY, 23 SEPTEMBER 2020 AT 6.30 P.M. VIA A VIDEO CONFERENCING LINK (ZOOM)**

**ACTION**

**Present:**

Mrs K. Tennant	Chairperson
Ms C. McGarrity	Vice Chairperson
Mr P. Shiach	Secretary
Mr J. Hillhouse	Treasurer
Mr J. Calderwood	
Mr. J. O'Donnell	
Ms D. Smith	
Mrs G. Daly	
Mrs L. Breeze	
Mr T. McCormack	
Mrs K. Brown	
Ms. Janette Naughton	
Mrs. Mary Calderwood	
Mrs. Chris Morgan	
Ms. Catherine Brogan	
Mr. Jim Stewart	
Mrs. Elma Stewart	
Mrs. Jane McClements	

**Present via Proxy (Mr P. Shiach)**

Mrs. Margaret Shiach  
 Mrs. Eileen Cairns  
 Mr. John Cairns  
 Ms. Lorraine Kielty

**In Attendance:**

Mrs S. Keenan	Chief Executive
Mrs L. Lees	Head of Finance & Corporate Services
Mr J. Farrell	Head of Housing Services
Mr J. Devlin	Housing Services Manager
Mrs S. Farrell	Communications Officer
Mr S. Graham	Data Protection & Compliance Officer

The Chief Executive welcomed shareholders to the Special General Meeting to consider and hopefully adopt the new SFHA Charitable Model Rules (Scotland) 2020 and thanked them for making such an effort to attend via Zoom tonight and that hopefully we would be able to hold our meetings in the usual way next year.

**1. Apologies**

Apologies (41 no.) were received from; Joe Brady, Paul Brady, Thomas Brady, T P Winter, James Young, Sheila Young, Robert Lockhart, EA Butler, Helen McDougall, Margaret Paterson, Alexander Chambers, Brian Jennings, M McMurtrie, Jean Fagan, Ann Lynch, Viola Cuthbertson, Jacqui Dorrington, William Whittet, Dorothy Bain, Allan Barr, Bridget Kerr, Charles Kerr, Fergus Russell, James Freil, Eileen Payne, Alex Scullion, Yvonne Mirren, Marie Wallace, Julie Tweddle, Ann Mealyea, Sandra Chessell, Violet Todd, Mr D Sweeney, Mrs C Sweeney, Isabel Stewart,

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William Stewart, Margaret Milne, Roger Martin, Ann McNaughton, Craig Edward and Patricia Betty.

**2. Declaration of Interest**

There were no declarations of interest declared.

**3. Chairperson's Remarks**

The Chairperson welcomed all shareholders to the Special General Meeting to specifically consider and approve the new SFHA Charitable Model Rules 2020.

She indicated that given the current situation with Covid-19, we were not in a position to hold an in-person meeting and therefore wished to thank all attendees for coming along to the Association's first digital general meeting. She intimated that she hoped that shareholders and their families have been well during what has been extraordinary times for all of us.

The Chairperson confirmed that we had reached our quorum of 14 made up of both those shareholders present as well as 4 proxies received to allow the meeting to go ahead.

She stated that the rules of the Association are what govern how our organisation functions in line with the relevant guidance and legislation. These are the formal documents of the association and the new SFHA Charitable Model Rules 2020 have recently been produced by the Scottish Federation of Housing Associations, its legal advisors and its membership, and have been formally approved by the Scottish Housing Regulator, the Office of the Scottish Charity Regulator and the Financial Conduct Authority.

The Chairperson then handed over to Sharon Keenan, Chief Executive, who will briefly outline the main differences between the 2 sets of Rules. The document which detailed the changes was included in packs sent to shareholders.

**4. Adoption of new Clydebank Housing Association Rules - SFHA Charitable Model Rules (Scotland) 2020**

The Chief Executive referred shareholders to the presentation and the following was covered: -

**Why Change the Rules?**

The Chief Executive indicated that it was important for shareholders to know before considering adopting these new Rules, why we are proposing the change. She added that, as the Chairperson had alluded to, the Rules of the Association govern how our organisation functions in line with relevant guidance and legislation. They explain how to become a member, the rules around electing the management committee and the way in which meetings are held amongst many other areas.

**MINUTES OF SPECIAL GENERAL MEETING HELD ON WEDNESDAY, 23 SEPTEMBER 2020 AT 6.30 P.M. VIA A VIDEO CONFERENCING LINK (ZOOM)****ACTION**

She reminded shareholders that we currently abide by the SFHA Model Rules 2013 and this new update reflects the SHR's 2019 review of their mandatory Regulatory Standards of Governance and Financial Management, legislative changes and also takes account of new technology and communications methods.

She intimated that the 2020 Model Rules were published by the Scottish Federation of Housing Associations in co-operation with the Scottish Housing Regulator and the Association's Management Committee has reviewed and considered these in full prior to submitting to the membership for approval. The Management Committee has determined that there are no risks attached to the proposed changes and to subsequent adoption.

**Information to Shareholders**

The Chief Executive referred the shareholders to the information contained within their pack including the clean version of 2020 Model Rules (what the final version looks like) and the document outlining the differences between the current 2013 Rules and the new 2020 Rules. She added that hopefully this allowed them to clearly identify the changes and ultimately the differences between the 2 sets of Rules.

**Main Differences**

The Chief Executive ran through the main differences as outlined in the SGM invite as follows: -

- The introduction of a discretionary power to impose a leave of absence when there has been a severe breach of the Code of Conduct under investigation
- The introduction of a discretionary power to block a nomination to the MC if it was deemed not to be in the interests of CHA or where a conflict of interest may arise.
- The introduction of an additional clause 20 which allows the Association to hold its general meetings in any way it chooses including virtually (a temporary change to legislation was required to allow our virtual meeting to go ahead tonight).

She confirmed that the majority of changes are really to do with the tidying up of wording and to provide more clarity throughout.

The Chief Executive then referred shareholders to the paper which detailed the main differences between the current 2013 and the new 2020 Model Rules and ran through a summary of the clauses affected:-

Rules 02-04: Objects – no significant changes to what we do – provides more clarification

Rule 07: Applying for Membership – now includes service users

**MINUTES OF SPECIAL GENERAL MEETING HELD ON WEDNESDAY, 23 SEPTEMBER 2020 AT 6.30 P.M. VIA A VIDEO CONFERENCING LINK (ZOOM)**

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- Rule 15: Transferring Shares – share membership is non-transferrable except under rules 16 and 17
- Rule 20: Annual General Meeting – Allows for virtual meetings
- Rule 27: Proxies & Postal Votes – Chairperson no longer entitled to hold a proxy
- Rule 37: Composition of the Management Committee – SHR appointees need not be members of the Association to serve on the MC. Leave of absence for committee members who are being investigated of a potential breach. Member seeking re-election with over 9 years' service must demonstrate continued effectiveness.
- Rule 38: Interests – clause deleted
- Rules 39-42: Electing Committee members – this includes the addition that nominations can be rejected for specific reasons including conflict of interest, contrary to Association's rules or policies or would not be in the best interests of the Association.
- Rules 43-44: Eligibility for the Committee – an undischarged bankrupt or someone in a current debt payment plan arrangement or nomination rejected in line with Rule 40.3 as previously mentioned
- Rule 45: Powers of the Management Committee – new clause which indicates that the committee is responsible for ensuring it can demonstrate its governance and financial arrangements are such as to allow the SHR to regulate effectively.
- Rule 58: Sub-Committees – change from 2/3rd of members for a quorum to 3 members
- Rule 59: The Secretary and Office Bearers – states that the Chairperson and other office bearers will be appointed on an annual basis at next scheduled committee meeting held after AGM
- Rule 76: Annual Returns and the Balance Sheet – minor addition "if requested" provision of free copy of annual return
- Rule 81: Inspecting the Books – Delete reference to register of those who have given consent to inspect books
- Rule 82: Disputes – a person claiming under the rules will be heard in a court with competent jurisdiction
- Rule 85: Copies of the Rules – given to members free of charge/can apply a charge to non-members
- Rules 86-88: Closing down the Association/Changing its Rules – greater clarification as to the process
- Rule 89: Interpreting these Rules – update on relevant legislation and further clarification.

**Consents**

The Chief Executive confirmed that, if approved, the Association would inform the Scottish Housing Regulator, the Office of Scottish Charity Regulator and Financial Conduct Authority that shareholders have adopted the 2020 Rules.

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**Questions**

The Chief Executive asked if there were any questions or did shareholders require further clarification on any of the information provided. There were no questions or points for clarification.

**Vote**

The Chief Executive reiterated that the new proposed 2020 Rules as presented, enhance the 2013 Rules and are aligned to the Scottish Housing Regulator Standards of Governance and Financial Management and comply with current legislation. She added that they are also the most up to date rules available and as such are the recommended model to use by the Scottish Federation of Housing Associations and the Scottish Housing Regulator.

She indicated that a majority of three quarters of those members present are required to adopt the amendment/new Rules.

Following a show of hands, the following outcome of the vote was recorded: -

- Those in favour of adopting the new 2020 Rules - 22
- Those opposed to adopting the new 2020 Rules - 0
- Abstentions - None

The new SFHA Charitable Model Rules (Scotland) 2020 were therefore adopted by the membership.

**5. Chairperson’s Closing Remarks**

The Chairperson thanked shareholders again for attending the SGM and for considering and adopting the new Rules and asked that all stay on line for our 35th AGM.

Meeting closed.

Checked by: \_\_\_\_\_

Date: \_\_\_\_\_

APPROVED .....

PROPOSED .....

SECONDED .....

**/SK**