



**STAFFORD**  
**and rural homes**  

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**OPENING DOORS TO BETTER HOMES**

# **Company Membership Policy**

Board Approved 06/07 subject to consultation  
Revised following consultation DW/07/07

## **1. Purpose of the Policy**

- 1.1 The Association aims to establish a wide, diverse, representative membership by recruiting as members its tenants, licencees and independent people with an interest in the work of the Association.
- 1.2 The Association aims to make sure its company membership is open to all sections of the community regardless of colour, race, nationality, ethnic or national origins, gender, disability, age, or sexuality.
- 1.3 The Association has appointed and will maintain five Independent Company Members in accordance with its Memorandum and Articles of Association, who will all be Board Members of the Association
- 1.4 The Association has one Council Company Member (“council member”), Stafford Borough Council.
- 1.5 The Association will carry out an annual review of its membership to determine whether it is representative of the local community and is meeting the aims of this policy. The Performance Management quarterly report to the Board will include membership take-up, attendance and activity.

## **2. Tenant Company Membership**

### **2.1 Promotion of Membership**

The Association will promote membership by inviting all eligible:

- Tenants
- Licensees
- other occupiers (but not leaseholders)

subsequently referred to as “tenants”, to become members of the Association and will provide appropriate information to applicants, the local community and representative groups through a variety of means including its newsletters, consultation meetings and website.

- 2.2 The Association’s Board members will also actively encourage those eligible to apply for tenant membership of the Association, through membership events and in the newsletter, Opening Doors to Better Homes.
- 2.3 Tenants do not have to be Company Members to be elected to the Board as Tenant Board members, but they must become one if elected to the Board. The Tenant Board Membership Protocol (available as a separate document) explains how tenants may be nominated and elected to the Board.

## **Application Process**

- 2.4 Any tenant of the Association who meets the criteria of this policy and the Association's Memorandum and Articles of Association can apply for tenant membership of the Association ("tenant member"). All applications should be on the Tenant Company Membership Application and Consent Form.
- 2.5 The Company Secretary will confirm in writing whether or not the application has been accepted, on behalf of the Board. Where the application is accepted, a copy of the Association's Memorandum and Articles of Association will be sent to the applicant, and his/her name will be added to the Register of Members.
- 2.6 An application will only be accepted where, in the Company Secretary's opinion, the application satisfies the criteria of this policy and the Association's Memorandum and Articles of Association.
- 2.7 The Company Secretary has the right to refuse an application, on behalf of the Board, if the application does not meet the criteria of this policy or the Association's Memorandum and Articles of Association. In the event that an application for tenant membership is refused, a written explanation will be provided to the unsuccessful applicant.
- 2.8 An applicant who feels dissatisfied with such decisions may address their concerns to the Board by writing to the Company Secretary, setting out the grounds for their dissatisfaction. The Board will decide whether to amend the decision in the light of the submission received.

## **3. Council Company Membership**

- 3.1 The Association has one Council Company Member ("council member") which shall be Stafford Borough Council.

## **4. Independent Company Membership**

- 4.1 The Board has appointed and will maintain up to five Independent Company Members ("independent members") who will also be Board members of the Association.
- 4.2 The independent members will be appointed on the basis of an open and transparent selection process and after taking account of:-
- the equal opportunities policy of the Association;
  - any relevant Housing Corporation guidance;
  - the need for independent members who will become Board members to contribute to the skills mix and balance of the Board as a whole and in particular the need for the Board to include people with expertise in:

- housing needs;
  - management (of staff and property);
  - finance;
  - community relations and needs;
  - tenants' issues and concerns; and
  - other relevant areas of expertise such as legal, property development or public affairs.
- 4.3 The Board cannot appoint a person to be an independent member if he/she would immediately be disqualified from acting as a Board Member of the Association under the Association's Memorandum and Articles of Association.
- 4.4 Independent members shall serve for a maximum period of three years unless the Board extends this period for a further three years or the Board re-admits them as an independent member for a further fixed period of three years.
- 4.5 Independent members shall retire as Company Members and Board Members in rotation at the Association's annual general meetings in accordance with the Association's Memorandum and Articles of Association.
- 4.6 In the event that a vacancy arises among the independent members the Board may appoint an eligible person to fill the vacancy who will retire on the date on which the independent member whom he/she replaced would have retired.

## **5. Member Participation and voting**

- 5.1 All members of the Association are entitled to receive notice of, attend and vote at the Association's Annual General Meeting and any other general meetings of the Association.
- 5.2 Voting will be by show of hands unless a ballot is properly demanded or the matter relates to changing the Memorandum and Articles of Association. On a show of hands each Company Member present in person has one vote.
- 5.3 Voting by ballot shall be in Board membership "classes". On a ballot there are only three votes. Each of the three classes - the Council, independents and tenants - has one vote each.
- 5.4 All Company Members attending will be entitled to vote within their class, with a simple majority deciding how the class vote is used in the ballot
- 5.5 All members of the Association are entitled to receive a copy of the Association's annual accounts, the auditor's report on its annual accounts and the Board's report for each financial year.

5.6 All members of the Association shall be given a copy of the Association's Memorandum and Articles of Association.

## **6. Conditions of Membership**

6.1 The rules regarding membership of the Association are set out in the Association's Memorandum and Articles of Association, which may be amended from time to time.

6.2 If the Association is wound up, each member (and each former member for up to 12 months after they ceased membership) will contribute a maximum of £1 towards the costs of winding up the Association and liabilities incurred while a member of the Association.

6.3 Membership of the Association is personal and cannot be transferred.

6.4 Members of the associations must be 18 years or over when they apply for membership.

6.5 No person can become a member of the Association unless they sign a written consent to become a member on a prescribed membership form.

6.6 No person can become a member of the Association if they would immediately cease to be a member under paragraphs 6.7 to 6.9 inclusive of this policy or under the Association's Memorandum and Articles of Association at the time this policy was written.

6.7 No person can become a member if they have previously been expelled from membership of the Association unless the members of the Association resolve to allow that person to become a member.

6.8 Membership ends in the case of any independent member or tenant member of the Association:

- on death;
- on being expelled by a special resolution (requiring a 75% majority of those present and voting) if:
  - a complaint in writing containing details of conduct detrimental to the interests of the Association has been sent to the members at least 28 clear days before the general meeting;
  - the member has been given an opportunity to answer the complaint and justify why the membership should not be terminated; and
  - the general meeting has considered the evidence supporting the complaint and any evidence presented by the member;

6.9 Membership also ends in the case of a **tenant** member of the Association if they:

- cease to be a tenant of the Association; or
- are in serious breach of their tenancy agreement with the Association. “Serious breach of tenancy” has the same meaning as it does in the Policy for Disqualifying Tenants in Serious Breach of their Tenancy from Board Membership (available as a separate document), and includes where:
  - Rent which is lawfully due from the tenant remains unpaid or the tenant persistently delays payment; or
  - Any obligation of the tenancy has been broken or not performed; or
  - The tenant or any other person visiting or residing in the property has been guilty of conduct which is a nuisance or annoyance to adjoining occupiers, or has been convicted of using the dwelling-house or allowing the dwelling-house to be used for immoral or illegal purposes.

6.10 Membership also ends in the case of an **independent** member of the Association if they:

- come to the end of his/her 3 year period of membership unless extended by the Board;
- are or become a tenant, licensee or other occupier (but not a leaseholder) of a residential property of the Association;
- are a member or become a member in the last 4 years of Stafford Borough Council;
- are an officer of Stafford Borough Council;
- become an employee of an organisation which is under the control of Stafford Borough Council; or
- cease to be a Board Member of the Association

## **7. Membership Withdrawal**

7.1 Any member of the Association can withdraw from membership by giving notice in writing to the Company Secretary. Their name will then be removed from the Register of Members

## **8. Membership Review**

8.1 The Association will from time to time carry out a review of its

membership to determine whether it is meeting the aims of this policy and, in particular, whether the Association has a wide tenant membership.

## **9. Specific Needs**

The Association will take into account the specific needs, which may arise, of younger, older and vulnerable people, people with disabilities and Black and Minority Ethnic groups, in a manner that promotes equality and inclusiveness.

## **10. Consultation**

This policy replicates the Memorandum and Articles, on which there was consultation with tenants, the Council, the Housing Corporation and the Board prior to transfer,.

## **11. Monitoring**

Monitoring of membership take-up and activity will be included in the Association's Performance Management regime, reported quarterly to the Board.

## **12. Links to Housing Corporation Regulatory Code and Law**

Properly Governed: Section 2.2 & 2.5  
Legislation / guidance: Companies Act 1985

This policy has been written with detailed advice from the association's legal advisers, and complies with the above legislation and best practice.

## **13. Links to Other Policies**

- Policy Disqualifying Tenants in Serious Breach of their Tenancy from Board Membership
- Equality and Diversity policy
- Resident Involvement and Consultation Policy

## **14. Responsibility**

The Director of Resources (The Company Secretary) has responsibility for the implementation and monitoring of this policy.

## **15. Author of Policy**

Dave Wilkins, Business Development Manager

## **16. Review Date**

May 2008