

**WELLHOUSE HOUSING ASSOCIATION
MINUTES OF THE SPECIAL GENERAL MEETING HELD ON WEDNESDAY 23 SEPTEMBER 2020 VIA ZOOM WEBINAR at 6pm.**

Sederunt: George Hagan, Roberta Hagan; Lesley Copeland, Helen Buchanan, Janet Crawford, Tracey Murray, Maureen Morris, Jane Heppenstall, Darron Brown (Chair), Kathleen Boyce, William Mulligan; Carol Torrie, Clare Monteith, Michelle Harrow, Sarah Morris, Stewart McIntosh, Taylor McCallum.

In attendance: Martin Wilkie-McFarlane (Director), James McBride (Scott Moncrieff, Auditors), Linda Logan (Minute secretary)

1. Apologies for absence.

Kathleen Gould, Deborah McKenna, James Gould, Edward Andrews, Grace Andrews.

2. Welcome.

The Chair, Darron Brown, introduced himself and welcomed members to the Special General Meeting. He noted that this was the Association's first "virtual" SGM and AGM, which at present was a requirement by law as we are not permitted to advertise and hold face to face public meetings due to the unprecedented situation arising from the 2020 Covid 19 pandemic. He reminded members that all microphones would remain muted, other than for those speaking.

He recorded apologies as noted above.

He noted the purpose of the SGM was to seek adoption of the New Model Rules, stating that the Scottish Federation of Housing Association's (SFHA) Charitable Model Rules 2020 were a revision of the 2015 version, which Wellhouse adopted at its SGM in 2016 and have been produced in conjunction with the SFHA membership, Scottish Charity Regulator and the Financial Conduct Authority. He highlighted that the update reflects the Regulatory Standards of Governance and Financial management and the Constitutional Requirements for Registered Social Landlords set out by the Scottish Housing Regulator in its Regulatory Framework (2019), as well as legislative changes such as the Housing (Amendment) (Scotland) Act 2018.

The Chair emphasised that a copy of the new rules and an explanatory table was sent to all members for consideration. He highlighted that the Management Committee had read, understood, taken independent advice on and had approved the Rules. They were recommending that the Association adopt the Rules in the form which had been sent to all shareholding members in substitution for the existing Rules of the Association subject to any non-material amendments that may be required by the Scottish Housing Regulator or the Financial Conduct Authority. He reiterated that a voting form had been sent to the membership on 8th September which members were asked to cast a yes or no vote.

The votes had all been received and the results had not achieved the required 75% of the votes required by the membership who voted. Only 20 votes were received from our membership. Votes were –

Against - 8
For – 12

The Chair highlighted that the votes constitute a 17% return overall rate, which is disappointing and, whilst there was a 60% majority of the votes cast in favour of new Rules, the bar is, quite correctly, set higher than a simple majority when it relates to Rule changes. He considered that ultimately, this may have been a result of a requirement for a postal vote due to the SGM being held remotely in keeping with Covid 19 guidelines. He stated that we will consult members accordingly after this evening’s meeting.

Therefore, the motion to adopt the new rules was not accepted and will be carried forward to the next SGM. The Scottish Housing Regulator had been informed and was content with our way ahead.

The Chair noted that we had received two comments on the proposed new rules from members and these that these comments will be responded to within 10 days of the SGM in writing.

He thanked members for attending the SGM.

Meeting Closed.

I certify that the above minute has been approved as a true and accurate reflection of the proceedings:

Signed (Chair)

Date:.....