

**WELLHOUSE HOUSING ASSOCIATION  
MINUTES OF THE SPECIAL GENERAL MEETING HELD ON WEDNESDAY 9<sup>th</sup> DECEMBER 2020 VIA ZOOM WEBINAR at 6pm.**

**Sederunt:** George Hagan, Roberta Hagan; Lesley Copeland, Maureen Morris, Jane Heppenstall, Darron Brown (Chair), Kathleen Boyce, William Mulligan; Declan Brown, Michelle Harrow, Margaret Brown, Sarah Morris, Stewart McIntosh, Shona McKenna, Ciara Brown, Leeann Brown.

**In attendance:** Martin Wilkie-McFarlane (Director & Secretary), Linda Logan (Minute Secretary)

**The minute secretary confirmed quorum to the Chair.**

**1. Apologies for absence.**

Clare Monteith, Janet Crawford, Helen Buchanan.

**2. Welcome.**

The Chair, Darron Brown, introduced himself and welcomed members to the second Special General Meeting of 2020. He noted that a virtual SGM 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 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 had been sent to all members for consideration in September and that all of the information was on the Association's website. 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 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 17<sup>th</sup> November 2020 where members simply needed to cast a yes or no vote.

The Chair noted that 37 votes were cast; an increase of 17 from the previous SGM held in September. He thanked members for their vote.

The votes received were as follows:

Against – 8 – which equated to 22% of the votes cast.  
For – 29- which equated to 78% of the votes cast.

The Chair highlighted that when a vote relates to Rule changes, the bar is, quite correctly, set higher than a simple majority. He confirmed that the required percentage of votes to make changes to the Rules was 75%, which had been achieved. The yes votes received constituted a 78% majority of the votes cast in favour of the new Rules. Therefore, the motion to adopt the new Rules was accepted by the shareholding members. He asked members to note that the Scottish Housing Regulator and the Financial Conduct Authority will be informed as soon as practical.

He thanked members for attending the SGM. He wished members all the very best for the festive season and hoped that we would see the membership at a face-to-face meeting as soon as permissible.

Meeting Closed.

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

Signed (Chair) .....

Date:.....