

Policy Name:	Company Membership Policy
File No:	P25
Version:	3.0 (Final)

Policy Custodian:	Company Secretary
Policy Champion: (if applicable)	Governance & Regulations Manager

This document also relates to the following St Basils policies, procedures and guidelines:

- Data Protection
- Equality, Diversity & Inclusion

- Memorandum and Articles of Association of St Basils

Consultation Framework:

Consultation on this Policy has taken place with the following parties during the following periods of time

Custodian	13.10.2021 – 27.10.2021
Champion	13.10.2021 – 27.10.2021
Senior Leadership Team	28.10.2021 Approved
Committee (BSAC)	18.11.2021 Approved
Board	06.12.2021 Approved

Approved by:	The Board	Approved date:	06.12.2021
Issue date:	16.02.2022	Review due by:	December 2024

Policy Statement

St Basils has a culture of active relationships with a significant number of individuals and organisations created in the course of its work of providing housing and support for young people. This Company Membership Policy is intended to strengthen the St Basils ability to achieve its charitable objectives, through forming links with individuals and organisations who are likely to have a long-term interest in promoting St Basils. Through membership, St Basils enhances its accountability to the people with which it works, young people, and those providing funding for the work of St Basils, and others with a genuine interest in its work.

Scope of Policy

This Policy applies to all Company Members, the Senior Leadership Team, the Board of Directors and Committees of the Board.

All the groups listed above are required by the Association to familiarise themselves with this Policy and the processes and procedures contained within it, and to make sure they follow it at all times throughout their relationship with the Association. Openness and transparency should be demonstrated throughout.

Definitions

The meaning of the word Membership is belonging, either individually or collectively, to a group. A company limited by guarantee does not have shareholders or share capital. Instead, it has guarantors – popularly called ‘members’.

A guarantor member of a company limited by guarantee can be any natural person or a corporate body. The guarantor members of a company limited by guarantee exercise overall control upon the company, they control any changes to the constitution of the company and will influence the most important decisions made in its name.

Legislation and Guidance

The following legislation applies in respect of this Policy:

Companies Act 2006
Company Directors Disqualification Act 1986
Charities Act 2011
The Data Protection Act 2018
Equality Act 2010

General Principles

St Basils will consider membership applications from people who:

- Are representative of the communities St Basils seeks to serve.
- Are representative of, or who can speak on behalf of the Young People St Basils seeks to serve.
- Have a range of skills and experience that reflects the work of St Basils.
- Can demonstrate a commitment to St Basils’ vision, values and objectives.

St Basils Equality, Diversity & Inclusion Policy will apply to applications for membership. In particular St Basils will encourage applications for membership from underrepresented groups to ensure that St Basils is reflective of the communities it serves.

The Board reserves the right to introduce a cap on the total number of members where it considers necessary to support and enable the efficient running of St Basils.

General Criteria for Admission

Any person who is in sympathy with the vision, values and objectives of St Basils, and who is not otherwise disqualified from acting as a member is welcome to apply to become a member. St Basils believes in

having an active membership which reflects the wide range of services it provides, the people who use and benefit those services, and the wider community.

St Basils may also admit organisations that are likely to have a long-term interest in promoting the work of St Basils. This includes, but is not limited to:

Organisations with which St Basils has agency or partnership agreements; and,
Voluntary or other charitable organisation with which St Basils has regular contact.

Each member, whether a body corporate or natural person is entitled to one vote only.

In circumstances where organisations are members of St Basils, the organisation should nominate a natural person to attend meetings and act on its behalf.

Directors of the Company

Directors of the Company are ex-officio Members. They are not required to submit an application for membership.

When a person ceases to be a director, they will also continue to be a member.

Young People's Membership

Young people who have been a tenant or user of St Basils support services for over 3 months, may apply to become members.

The Articles of Association (see appendix 1) may prevent a Young Person from being admitted as a member at the time of their application, if acceptance would increase the number of resident members to over one third of the total number.

Local Authority Persons' Membership

Membership is open to local and other public authorities, or individuals within such authorities. However, no person may be admitted as a member if this would take the number of persons who are associated with the local authority over one third of the membership. For the purposes of this Policy, a person is associated with a local authority if they:

- Are a Councillor.
- Were a Councillor at any time in the previous four years
- Are an employee of a local authority in any capacity
- Are a senior employee of a company controlled by a Local Authority

Employees

Current employees are ineligible to become members. A former employee may apply for membership one year after leaving, unless they were dismissed from employment by St Basils.

Applications for Membership

All new members, that are not company directors, must sign a written application for membership (see appendix 2). The application form will require the member to state whether they are a resident/service user of St Basils, and/or whether they are associated with any local authority. Members must tell the Company Secretary immediately in writing if they become or cease to be a resident/service user, or associated with a Local Authority

The Board will generally consider an application for membership within 3 months. The Company Secretary will report to the applicant whether their application has been successful as soon as reasonably practicable after the Board decision.

In all cases, the admission of new members will be at the discretion of the Board.

Termination of Membership

There is no term length set on members of St Basils

Members are expected to attend all general meetings. If a member cannot attend in person, they may complete a proxy form which will count as attendance. A member who fails to attend more than three consecutive annual general meetings may be removed from membership on a resolution of the Board.

A member may also be expelled by special resolution (requiring 75% majority) for conduct detrimental to the interests of the company. The procedure involves a written complaint, which is notified to the member concerned. The member will then be given an opportunity to answer the complaint. A member who has been expelled cannot be readmitted as a member unless there is a further special resolution authorising their admission.

Rights of Members

St Basils must comply with all the relevant legislation relating to Company Membership. The Companies Act 2006 includes the following rights of members:

- Members must receive a written copy of any resolution proposed by Directors (Section 291)
- Members may require the company to circulate a proposed written resolution to all other company members (Section 293, 338)
- Members may require Directors to hold a General Meeting (Section 303)
- Members must receive notice of General meetings (Section 310)
- Members may require the company to circulate a statement (not exceeding 1000 words) relating to matters to be discussed at a General Meeting to all other members (Section 314)
- Members have the right to appoint a proxy to speak and vote on their behalf at meetings (Section 324)
- Members must receive a copy of the company's annual accounts and reports for each financial year (Section 423)

When a person has been appointed as a Company Member, they are entitled to attend St Basils General Meetings and vote on the election of Ordinary Directors.

The full conditions and procedures for the appointment of Directors are laid out in the Articles of Association, (see appendix 3).

Membership Register

In accordance with the Companies Act 2006, Chapter 2, St Basils is required to maintain a register of all of its members which must include:

- the names and addresses of members
- the date on which each person was registered as a member
- the date at which any person ceased to be a member

The register will be kept at the company's registered Office. The register may be inspected by any member or any member of the public. Any person wishing to view the register should contact the Governance & Regulations Manager in the first instance.

Roles and Responsibilities

The Company Secretary is responsible for ensuring this Policy is implemented and monitored.

Training Requirements

St Basils will ensure that all members of Senior Leadership Team, Directors and Board, as well as any relevant employees have the necessary training to fulfil the roles specified in this Policy.

Communication

This Policy will be communicated effectively to all employees via a range of different media avenues and can be produced in other formats where needed.

Responsibility

The Board of Directors has overall responsibility for ensuring that all of St Basils' policies and procedures are kept up to date.

Continuous Renewal Clause

This Policy and procedure will be reviewed every 5 years to ensure it is in accordance with good practice guidance, prevailing legislation and statutory frameworks. However, this Policy may be reviewed before that time as necessary – such as:

- if it becomes ineffective
- to reflect substantial changes in practice
- following inspection, as recommended by auditors
- or changes required by law

Disclaimer

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Extract from Articles of Association of St Basils**PART B. COMPANY MEMBERSHIP****2 COMPANY MEMBERS**

- 2.1 The Company Members are:
- 2.1.1 the subscribers to the Memorandum:
- 2.1.2 the members of St Basil's Housing Association Ltd at the time it is converted into the Company under section 52 of the Industrial and Provident Societies Act 1965; and
- 2.1.3 others admitted to membership of the Company under the Articles.
- 2.2 A person may not be admitted as a Company Member unless he/she has signed a written application to become a Company Member in such form, as the Board requires. The application form will require a person to state whether he/she is:
- 2.21 a Resident; and/or
- 2.22 Associated (with the Council or any other local authority).
- 2.3 A person may not become a Company Member if his/her admission as a Company Member would cause:
- 2.3.1 more than one third of the Company Members and Former HA Members to be Residents; or
- 2.3.2 more than one third of the Company Members and Former HA Members to be Associated (with any local authority).
- 2.4 A Company Member must tell the Secretary immediately in writing if he/she:-
- 2.4.1 becomes or ceases to be a Resident: or
- 2.4.2 becomes or ceases to be Associated (and must give the name of the local authority with which he/she is Associated).
- 2.5 Subject to Articles 2.2. 2.3 and 4.2 the Board is to have an absolute discretion to admit or refuse to admit further Company Members and may maintain a membership policy.
- 2.6 Company membership is personal and not transferable.
- 2.7 Wherever possible Company Members must attend all General Meetings of which they have been given proper notice.

3 FORMER HOUSING ASSOCIATION MEMBERS

In the case of a person who was a Former HA Member at the time of conversion he/she may not exercise any of his/her rights as a Company Member and his/her guarantee may not be called upon until he/she has signed a form of consent to be a Company Member in the same form as an application from under Article 2.2.

4 TERMINATION OF COMPANY MEMBERSHIP

- 4.1 A person will cease to be a Company Member or a Former HA Member:-
- 4.1.1 in the case of an individual on death;
 - 4.1.2 in the case of an organisation, on dissolution;
 - 4.1.3 on giving written notice of resignation to the Secretary;
 - 4.1.4 in the case of a nominee of an unincorporated body, on being replaced by another nominee;
 - 4.1.5 on failing to attend more than three consecutive AGMs and the Board so resolve;
 - 4.1.6 on a special resolution (passed by 75% majority) if:-
 - 4.1.6.1 a complaint in writing containing details of conduct detrimental to the interests of the Company has been sent to Company Members at least 28 clear days before the General Meeting;
 - 4.1.6.2 the Company Member has been given an opportunity to answer the complaint and justify why his/her membership should not be terminated;
and
 - 4.1.6.3 the General Meeting has considered the evidence supporting the complaint and any evidence presented by the Company Member;
- 4.2 A person who has ceased to be a Company Member following expulsion under Article 4.1.6 may not become a Company Member unless his/her application is approved by a special resolution at a General Meeting.



ST BASILS

COMPANY MEMBERSHIP APPLICATION FORM

Company Number 3964376

FULL NAME OF APPLICANT _____

ADDRESS OF APPLICANT _____

1. Consent to Act

I apply to become a Company Member on the terms of the Memorandum and Articles of Association of St Basil's from time to time in force.

2. Guarantee of £1

I undertake that if St Basil's is wound up while I am a Company Member or within one year after I cease to be a Company Member. I will contribute such amount as may be required, not exceeding £1, towards the winding up costs and any liabilities of St Basil's which were contracted while I was a Company Member.

PLEASE ANSWER ALL OF THE FOLLOWING QUESTIONS IN SECTION 3 AND 4 OF THIS FORM.

(*please cross out the answer which does not apply)

3. Persons associated with a local authority

3.1 Are you, or have you been a Councillor of a Local Authority ('a council') which St Basils works with in the past 4 years? YES/NO*

3.2 Are you employed by a Council? YES/NO*

If so, please give you job title _____

3.3 Are you employed by a company controlled by a Council? YES/NO*

If the answer to this question is YES, are you also a director, manager, secretary or other officer of the controlled company? (*If so, please state the name of the company and the position you hold*)

Name of Company _____

Position _____

3.4 Please state if you are associated with any other local authority in any of the ways: YES/NO*

If yes, please:

- Give the name of the authority _____
- Say how you are associated with it _____

4. Residents of St Basils, and users of St Basils support services.

I live in a property which is owned or managed by St Basils, and I have been a resident for 3 months or more: YES/NO*

I have been using St Basils support services for 3 months or more: YES/NO*

DATE _____

SIGNED _____