

THE RIVERSIDE GROUP LIMITED

IRVINE HOUSING ASSOCIATION

Eleventh Special General Meeting of the Irvine Housing Association held via
Blue Jeans video conferencing

on Wednesday 16 September 2020 at 5.30pm

Minutes

Present: Mr D. McEachran (Chair), Mrs M. Crearie, Mr G. Darroch,
Mr C. Donohue, Mrs J. Galbraith, Mr R. Hill, Ms C.
McGuinness, Mr H. MacLeod, Ms J. Murray, Mr A. West.

In attendance were: Mr P. Hillard, Mrs H. Anderson, Mrs D.
Boyle, Mr P. Dillon, Mrs M. Hutchinson, Mr I. Pennington.

Apologies for Absence

Mr C. Bell, Mrs M. Blair, Mrs S. Brown, Mr A. Brown, Mrs M.
Burgess, Mrs K. Callaghan, Mr R. Campbell, Miss F.
Dunlop, Mrs C. Farrell, Mr T. Farrell, Mrs A. Frew, Mr R.
Frew, Mrs K. Gatherer, Mrs C. Legget, Mr F. McCulloch,
Mrs J. McCulloch, Mrs M. McPhail, Miss J. Meek, Brig
R.A.S. Rickets and Mr D. Thornton.

1. **Preliminaries**

Mr P. Hillard advised that due to the current Covid-19 pandemic and restrictions in relation to the number of households which could physically meet, the Association had taken the decision to call a virtual Special General Meeting in line with the provisions of the Corporate Insolvency and Governance Act 2020. Mr Hillard then went on to confirm that a quorum was present.

Mr Hillard advised that under Rule 26(a) the Association's Chair of the Board would preside a Chair for the Meeting. The Chair then welcomed attendees to the eleventh Special General Meeting of Irvine Housing Association.

2. **Special Resolution**

Mr Hillard advised that the Association's Rules, with the proposed changes highlighted, had been issued with the notice convening the Meeting. A clean version of the Rules, which incorporated all changes, had also been made available on the Association's website and had been available in hard copy on request.

Mr Hillard then gave a presentation highlighting the key drivers for the proposed changes, which included alignment with the Scottish Federation of Housing Associations Model Rules which were in compliance with the Scottish Housing Regulator's Constitutional Requirements and the removal of the restrictions on the minimum and maximum number of Tenant Board Members. Mr Hillard confirmed that this was in no way a reduction of the customer voice on the Board, the Association currently had and would continue to have Board Members who were tenants serving on the Board. Subject to the proposed rule changes being approved, the Association would incorporate this intention within its policies and procedures moving forward. The Association also wanted to make the language in the Rules gender neutral in order to be more reflective of its values.

Mr Hillard then went on to draw attention to the proposed changes which generally covered 4 specific areas:

- They allowed for increased communication options in relation to the issue of notices for meetings and the attendance at meetings, which included virtual options.
- They changed the process for the nomination of Board Members for election, making it more transparent and allowing for a sense check of applications. It also made it possible for votes to be submitted in advance of the meeting, if required.
- They removed the restrictions for the minimum and maximum number of tenants serving on the Board.
- They made it possible for the Association to seek charitable donations, subject to a suitable policy being in place. The Association's Board had recently approved a Donations Policy.

Mr Hillard advised that all members had been given the opportunity to submit any questions relating to the Rules in advance of the Meeting and confirmed that no questions had been submitted.

Mr D. McEachran then proposed the special resolution that the amended Rules, in the form of the draft annexed to the Notice Convening the Meeting, be adopted in substitution for the existing registered Rules of the Association. The resolution was seconded by Mrs M. Crearie.

Mr Hillard explained that he would ask every shareholder present on the call to respond yes, no or abstain when he called their name. Mr Hillard advised that where someone attending held a proxy (or proxies) he

would also ask them to confirm that they were casting their proxy votes in the same way. Mr Hillard then invited Shareholders to cast their vote individually in respect of the special resolution by declaring yes, no or abstain to indicate if they were voting for the special resolution or not. He then invited those who held proxies to declare if they were casting their proxy vote/s in the same way as previously indicated.

Mr Hillard thereafter confirmed that 14 votes had been cast. The Chair then confirmed that the vote on the Special Resolution was unanimous. Mr McEachran therefore declared the Special Resolution carried.

Mr Hillard advised that the new Rules would now be registered with the Financial Conduct Authority and thereafter, the Scottish Housing Regulator and the Office of Scottish Charity Regulator would be advised of the Association's new Rules.

The Chair then thanked the Shareholders for attending and declared the meeting closed.

P. Hillard
Secretary
17 September 2020
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