

TRIANGLE

Shareholding and Board Membership Procedure

SHAREHOLDING MEMBERSHIP

What does it involve?

A shareholder of Triangle is a person or body whose name and address is entered in the register of shareholders. Shareholding members of Triangle have voting rights at Annual or special general meetings of Triangle. They can, subject to certain conditions, amend the rules of Triangle but not so as to stop it being a charity and in certain circumstances can dissolve Triangle. Shareholders can call for and convene a special general meeting other than annual general meetings upon a written requisition signed by one tenth of the shareholders (to a maximum of 25 but not less than 3) stating the business for which the meeting is to be convened. In certain circumstances shareholders can apply to the Registrar to appoint an accountant to inspect the books of Triangle. They can also apply to the Registrar to get the offices of Triangle inspected or to call a special general meeting. The shareholders also appoint or elect a majority of the Board of Management of Triangle. Shareholders receive no remuneration or benefit from Triangle and can only hold a maximum of one £1 share.

Who is eligible for shareholding membership?

A shareholding member of Triangle is bound by the obligations on them as set out in the rules of Triangle. When acting as a shareholder they must act at all times in the interests of Triangle and, for the benefit of the community, as guardians of the objects of Triangle. No person can be a shareholding member of Triangle if:

- they are disqualified from acting as a director of a company for any reason
- they have been convicted of an indictable offence within the last five years
- they have absented themselves from three consecutive general meetings of Triangle without delivering written apologies in advance
- in the case of a corporate body it ceases to be a body corporate
- in the case of a nominee of an unincorporated body, they transfer their share to another nominee of that body.
- they are a person under the age of 16 years
- they are an employee of Triangle or an employee of any other body whose accounts must be consolidated

A shareholder shall also cease to be a shareholder if they die, they are expelled or they withdraw from membership by giving one month's notice to the Company Secretary. The board of management shall review all reasons for withdrawal of membership.

Triangle will encourage shareholding membership to:

- Allow people to express support for and a commitment to Triangle without necessarily playing an active role in the affairs of the organisation;
- To provide an active pool of people who have the relevant skills and knowledge/experience from whom new voluntary board or committee members may be drawn;
- To enhance Triangle's accountability to the communities in which it operates.

Membership will be balanced to reflect the diversity of the organisation and to ensure that no single group could attain a level of membership where they would be capable of imposing changes unilaterally in the rules of Triangle. No application will be accepted if its acceptance would mean that a particular group would attain a level of membership representing more than 20% of the total number of members in existence at the time of application. The board shall publish its procedures for shareholding and board membership verbally, on Triangle's web site and other appropriate publications to tenants and service users. In the event of lack of interest in membership, the board of management shall consider advertising directly for board members and using the database of interested members held by the Northern Ireland Federation of Housing Associations. The board shall be prepared to develop capacity for board membership within tenants and service users to enhance its accountability.

The following can be shareholders of Triangle:

- A nominee of an unincorporated body. Should the body making the nomination wish to change the nominee for any reason application must be made by a representative, in writing to the company secretary at the registered office, who will place it before the next meeting of the board. The board will have the same right to refuse a new nomination as to refuse an original nomination, but if it is accepted, a new share certificate will be drawn up (on receipt of the original) without further payment.
- A corporate body
- Any individual not excluded under any of the previous criteria and who meets at least one of the key specialist knowledge competencies for shareholding membership namely;

Specialist Knowledge:

- Legal
- Financial
- Housing management
- Development
- Health and social care
- Community; for example learning disability
- Political
 - Human resource
 - Information Technology
 - Health and safety
 - Local government
 - Corporate planning
 - Press and public relations

All shareholding members should possess specialist knowledge and other competencies that would qualify them for board membership upon nomination and successful selection.

Other competencies that would be beneficial to shareholding and board membership:

- Self management including a commitment to personal development
- Leading and motivating
- Directing strategy
- Representing
- Analysing and scrutinising
- Team working

- Experience of successful group decision making processes.

All shareholding applicants must pay the sum of one pound (which shall be returned to them if the application is not approved). All applicants should be able to demonstrate that their membership will not result in an unacceptable conflict of interest. For further more detailed information on conflicts of interest see procedure C10-2.

How to Apply

An applicant must complete the standard application form provided on request from the company secretary at the registered office, outlining their skills and experience.

Assessing Applications

All applications will initially be assessed by a selection and recruitment committee made up of Triangle's Chair, Vice Chair and Company Secretary. This committee will meet with the individual applicant to discuss the application and the work of Triangle. The committee will then make a recommendation to the main board for decision. If the committee is split, they will report the recommendations of each individual selection and recruitment committee member.

Confirming Decisions

The board has the right to refuse membership to the organisation. Should an application be refused the board will give a full written explanation of the reasons for their decision.

Appealing Decisions

A decision to refuse membership can be appealed within a period of ten working days from receipt of the notice of refusal. The applicant should address the appeal to the Company secretary at Triangle's central office and should clearly outline the reasons why the applicant believes the board has made an inappropriate decision. The Company secretary will arrange a panel of three board members not involved on the original selection and recruitment committee to re-assess the application. The company secretary will not attend this panel. The panel will make a recommendation the main board and the applicant will subsequently be informed of the decision in writing.

BOARD MEMBERSHIP

What does it involve?

Triangle is required to have a board of management consisting of a minimum of seven and maximum of fifteen persons to direct its affairs in accordance with its objects and rules and to ensure that its functions are properly performed. Among its functions shall be to:

- define and ensure compliance with the values and objectives of Triangle;
- establish policies and plans to achieve those objectives;
- approve each year's accounts prior to publication and approve each year's budget;
- establish and oversee a framework of delegation and systems of control;
- agree policies and make decisions on all matters that create significant financial risk to Triangle or which affect material issues of principle;
- monitor Triangle's performance in relation to these plans, budget, controls and decisions;
- appoint (and if necessary remove) the chief executive;
- satisfy itself that Triangle's affairs are conducted in accordance with generally accepted standards of performance and propriety;
- take appropriate advice; and
- at all times that Triangle is registered as a housing association by the Department for Social Development or its equivalent ensure that Triangle takes account of any obligation imposed upon Triangle by the Department in exercise of its powers.

Who is eligible for Board Membership?

Anyone who:

- is a shareholder of Triangle
- has been nominated by another shareholder
- has completed the appropriate application process.
- meets the requirements for creating a balanced, skilled, diverse and representative board
- is a retiring board member as part of the one third of members who shall retire from office on an annual basis and has been re-nominated
- is co-opted by the board of management on such terms as the board resolves. A co-optee may act in all respects as a board member, but she/he cannot take part in the deliberations nor vote on the election of office bearers', nor on any matter affecting shareholders. Not more than five co-optees may serve on the board or any committee at any one time.

How to Apply

Any shareholder or retiring board member must be nominated by another shareholder. In nominating an individual, any shareholder should take cognisance of the present composition of the Board and any particular skill or diversity requirements identified by the Board itself. The applicant must also submit a written statement outlining their full name, address, occupation and the reasons for their suitability to be a board member.

The nomination and written statement shall be delivered to the company secretary at the registered office at least seven days before the annual general meeting at which the vacancies on the board are to be filled.

Assessing Nominations and Electing Board Members

The Company Secretary will confirm the eligibility of candidates at the annual general meeting

If at an annual general meeting, the candidates for election as board members do not exceed the number of vacancies on the board the chair shall declare those candidates to have been duly elected. If the number of candidates exceeds the number of vacancies the meeting shall elect the board members by ballot in such a manner as the chair directs. In an election at a general meeting every shareholder present in person or by proxy shall have one vote for every vacancy but shall not give more than one vote to any one candidate.