

Sanctuary Scotland Housing Association Limited

Standing Orders

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General Introduction

All activities of Sanctuary Scotland Housing Association (the Association) must be in accordance with the Association's rules, statutory requirements and the requirements of the Scottish Housing Regulator, the Scottish Government, the Office of the Scottish Charity Regulator and the Financial Conduct Authority. In cases of conflict such requirements shall supersede any provision of these Standing Orders.

SO1

Interpretation

1.1 In these Standing Orders, unless context otherwise requires:

“Area Manager” means an Officer appointed to the post of Area Manager;

“Assistant Housing Officer” means an Officer appointed to the post of Assistant Housing Officer;

“the Association” means Sanctuary Scotland Housing Association Limited;

“Board of Management” means the governing body of the Association (and “Board” shall be construed accordingly);

“Chairperson” means the person holding the office of Chairperson of the Association;

“Committee” means any committee (including Sub-Committees and Special Committees) formed in accordance with the Rules of the Association;

“Company Secretary” means the Officer appointed to the post of Company Secretary of the Group Parent, who is by virtue of the Association's Rules, also the Secretary of the Association;

“Deputy Company Secretary” means the Officer appointed to the post of Deputy Company Secretary of the Group Parent and Association;

“Designated Staff Member” means any Officer with delegated authority for a specific activity. A request for delegated authority and the level of delegated authority must be submitted in writing from a Director and be addressed to the Company Secretary and approved by either the Group Chief Executive or Group Finance Director. Where no

authority level is stipulated the authority levels will be as designated within the Group Financial Regulations;

“Director” means any Officer whose job title includes the word “Director” and includes the Group Chief Executive but excludes the Director of Finance - Sanctuary Care and HR Director - Sanctuary Care;

“Director - Asset Management” means the Officer appointed to the post of Director - Asset Management;

“Director of Corporate Finance” means the Officer appointed to the post of Director of Corporate Finance;

“Director of Finance - Sanctuary Care” means the Officer appointed to the post of Director of Finance - Sanctuary Care;

“Director of Treasury Services” means the Officer appointed to the post of Director of Treasury Services;

“HR Director - Sanctuary Care” means the Officer appointed to the post of HR Director - Sanctuary Care;

“Director - Financial Planning and Analysis” means the officer appointed to the post of Director - Financial Planning and Analysis;

“Director - Financial Services” means the Officer appointed to the post of Director - Financial Services;

“Director - Governance and Legal” means the Officer appointed to the post of Director - Governance and Legal;

“Director - Sanctuary Scotland” means the Officer appointed to the post of Director - Sanctuary Scotland;

“Director - Sanctuary Students” means the Officer appointed to the post of Director - Sanctuary Students;

“General Meeting” is a meeting of the Association’s members called in accordance with the Rules;

“Group” means Sanctuary Housing Association and its Subsidiaries;

“Group Chief Executive” means the Officer appointed to the post of Group Chief Executive;

“Group Director” means an Officer appointed to the post of Group Director - Care, Group Director - Commercial, Group Director - Corporate Services, Group Finance Director, Group Director - Housing or Group Director - Technology;

“Group Director - Care” means the Officer appointed to the post of Group Director - Care;

“Group Director - Commercial” means the Officer appointed to the post of Group Director - Commercial;

“Group Director - Corporate Services” means the Officer appointed to the post of Group Director - Corporate Services;

“Group Director - Development” means the Officer appointed to the post of Group Director - Development;

“Group Finance Director” means the Officer appointed to the post of Group Finance Director;

“Group Director - Housing” means the Officer appointed to the post of Group Director - Housing;

“Group Director - Technology” means the Officer appointed to the post of Group Director - Technology;

“Group Parent” means Sanctuary Housing Association;

“Head of Business Information” means the Officer appointed to the post of Head of Business Information;

“Head of Housing” means the Officer appointed to the post of Head of Housing;

“Housing Manager” means an Officer appointed to the post of Housing Manager;

“Housing Officer” means an Officer appointed to the post of Housing Officer;

“Member” means a Member of the Association, The Group Board, Board of Management or Subsidiary Board or Committee (as the context requires);

“Officer” means any employee of the Group Parent or the Association;

“Operations Director - Property Services” means the Officer appointed to the post of Operations Director - Property Services;

“Rules” means the Rules of the Association as approved by the Scottish Housing Regulator and the Financial Conduct Authority from time to time;

“Senior Finance Manager” covers grades 10 to 13 inclusive and means any Officers appointed to the role of Senior Finance Manager, Financial Controller, Group Financial Reporting Manager or Financial Planning Manager;

“Senior Manager” means any Officer graded 12 and above and Sanctuary Housing Services Limited grade M6 and above;

“Senior Staff Member” means any Officer graded 9 to 11 or Customer Service Centre grades F to I or Sanctuary Housing Services Limited grades M2 to M5 inclusive;

“Shares” includes stock and the expression “share capital” shall be construed accordingly;

“Special Committee” means a sub-committee comprised of individuals appointed by the Board to undertake certain specified activities of the Association;

“Sub-Committee” means a sub-committee comprised of Members of the Board, the Chairperson, the Secretary, any other office bearers appointed by the Board in accordance with the Rules and/or any Officers;

“Statutory enactment” means, as well as any Act of Parliament, any Order, Rule, Regulation or Scheme made by authority of Parliament, and any regulatory guidance published by the Scottish Housing Regulator from time to time;

“Subsidiary” means any body whose accounts are consolidated with those of the Group Parent other than the Association;

“Subsidiary Board” means the governing body of a Subsidiary;

“The Group Board” means the governing body of the Group Parent.

- 1.2 Interpretation or application of these Standing Orders shall be under the ruling of the Chairperson of The Group Board, or the person presiding as the Chairperson of The Group Board at the relevant time.
- 1.3 All monetary limits included in these Standing Orders are exclusive of VAT unless specifically noted otherwise.
- 1.4 Where the law permits, The Group Board has the authority to change any sum, number or quantity contained within these Standing Orders.
- 1.5 Reference to any member of the Board, office bearer or Officer by his or her function shall, where the context and law permit, include any person for the time being allowed by The Group Board to perform such function.
- 1.6 Any of these Standing Orders may be suspended at a meeting of The Group Board provided that the meeting is quorate.

SO2

Circulation of Agenda and Papers

- 2.1 At least seven days before a meeting of the Board, or any Committee, there shall be issued to every Member of the Board or a Committee a copy of:
- a) a notice convening the meeting giving time and place;
 - b) a statement of the business to be transacted (the “Agenda”); and
 - c) all reports and other documents referred to or to be read with the Agenda, provided that any report or document may, with the consent of the Members present, nevertheless be considered at a meeting if relating to matters which are either:
 - (i) referred to in the Agenda; or
 - (ii) of such urgency or importance that it is desirable that the report or document receives consideration at the meeting.

SO3

Attendance of Observers at Meetings

- 3.1 Any member of The Group Board may attend any Board or Committee meeting with the approval of the Chairperson of The Group Board.

SO4

Chairperson

- 4.1 The Chairperson of the Board shall preside at all General Meetings of the Association and at meetings of the Board.
- 4.2 In the absence of the Chairperson, a meeting of the Board shall be presided over by the Vice Chairperson, or by a Member of the Board, elected by resolution of the Members present. Any power or duty assigned to the Chairperson in relation to the conduct of the Board meeting may be exercised by the Vice Chairperson or by the person presiding at the Board meeting.

- 4.3 The person presiding at any General Meeting shall decide all questions of order and relevance arising at the meeting, but any Members present may take exception to any ruling by the person presiding and in that event the person shall, without further discussion, submit the matter to the meeting and his/her ruling shall not take effect unless it is supported by the majority of the Members present.
- 4.4 The Chairperson of the Board and of any Committee shall be empowered to act on behalf of the Board or that Committee (as appropriate) provided that his/her actions are within the authority vested in the Board or that Committee (as appropriate), and that such action is necessary between meetings. When taking action in between meetings and where practicable to do so, the Chairperson shall consult with at least two other Members of the Board or Committee (as appropriate). The Chairperson's action shall be reported to the next full meeting of the Board or Committee (as appropriate).

SO5

Voting

- 5.1 Every question at a meeting of the Board or a Committee shall, except where otherwise required by Statutory enactment or by the Rules of the Association, be determined by the majority of the Board or Committee Members present (as appropriate). The person presiding at the Board or Committee (as appropriate) meeting shall have a second or casting vote in cases of a tied vote.
- 5.2 The vote at a meeting of the Board or Committee shall be taken by show of hands, ballot or roll-call. When it is proposed to take a vote by show of hands or by ballot, any Member of the Board or Committee (as appropriate) may object to the votes being so taken. If two or more Members signify their objection the vote shall be taken by roll-call and shall be recorded so as to show how each Member present and voting cast his/her vote.

SO6

Minutes

- 6.1 Minutes of the proceedings of the Board or Committee shall be recorded and copies circulated to the Members of the Board or Committee (as appropriate). The minutes shall be submitted to the next meeting of the Board or Committee (as appropriate) and shall be accepted as a correct record with or without amendment. The minutes shall then be

conclusive evidence of any fact recorded therein and shall be signed by the person presiding at the meeting at which they are submitted.

- 6.2 The Group Board may require that the minutes of any Subsidiary Board (including the Board of Management) or Committee be formally submitted to The Group Board. Minutes of all Board or Committee meetings shall be sent to the Company Secretary at the registered office of the Group Parent within 14 days of the date of the Board or Committee meeting.
- 6.3 Motions made but not seconded shall not be discussed or entered in the minutes.

SO7

Sub-Committees

- 7.1 The Board may appoint for any purpose a standing or ad hoc Sub-Committee. All such Sub-Committees shall conform to the remit given to them by the Board and shall be governed by the provisions within these Standing Orders relating to the regulation of meetings. A quorum of a Sub-Committee shall be three.
- 7.2 Any decision made by a Sub-Committee must be reported to the next meeting of the Board. Where a Sub-Committee is not given powers to act, the findings or recommendations of such Committee shall be submitted to a meeting of whichever Board or Committee that so appointed them for consideration, and if the majority of the Members agree, shall be adopted.
- 7.3 The Board may establish and delegate powers to sub-committees designated as Special Committees to undertake certain specified activities of the Association. The Board will determine for each designated Special Committee a scheme of delegation setting out its functions, objectives, responsibilities and powers. Special Committees shall comprise persons considered by the Board to possess such skills, experience, local knowledge or expertise as are required in order to achieve the proper discharge of the responsibilities of the relevant Special Committee and as are appointed to that Special Committee by the Board.

SO8

Transaction Committee/s

8.1 Where the Board has approved a proposed transaction or arrangements (the “**Proposed Arrangements**”) in principle, it may appoint committees or give delegations to employees by reference to this Standing Order for the purpose of promoting, procuring, facilitating and taking the steps required to implement the Proposed Arrangements.

8.2 If the Board resolves to appoint a committee or committees “by resolution in the standard terms” in order to implement the Proposed Arrangements and specifies at least two members of each committee, it shall mean that the Board is adopting a resolution in the following terms:

“For the purpose of promoting, procuring, facilitating and taking the steps required to implement and complete the Proposed Arrangements **THAT**:

a) the following committee(s) of the Board (each a “**Committee**”) be appointed:

- [Board Member A, Board Member B] and one other board member selected by them (other than a board member who declared an interest in the Proposed Arrangements);
- [repeat to reflect the number of committees appointed];

b) the following powers of the Board be delegated to each Committee:

- power to negotiate, agree and approve all the financial, commercial and other terms and features of the Proposed Arrangements, including power to agree any variations to the Proposed Arrangements that do not alter their substance as approved in principle by the Board (the expression “the Proposed Arrangements” meaning in this Resolution the Proposed Arrangements subject to any such variations), and all and any documents which the Committee deems necessary, desirable or expedient in connection with the Proposed Arrangements (such documents, after approval

by the Committee, being “**Approved Documents**”);

- power to give any notice or exercise any right pursuant to the terms of any Approved Document;
 - power to perform and do all matters, acts and things which the Committee may in its absolute discretion deem to be necessary, desirable or expedient in connection with the Proposed Arrangements;
- c) the provisions of the Board’s Standing Orders shall have effect in relation to each Committee with the following modifications:
- i) Standing Order 2 (circulation of agenda and papers) shall not apply;
 - ii) minutes of the proceedings of a meeting of a Committee may be accepted as a correct record at the end of or following the meeting by the chairman of the meeting. Standing Order 6.1 shall be modified accordingly;
- d) any Member of the Board and the Company Secretary be authorised to sign an Approved Document on behalf of the Association;
- e) any Member of the Board and the Company Secretary be authorised to attest the affixing of the Association’s seal to an Approved Document which is required to be executed as a deed; and where the Association’s seal is to be affixed to an Approved Document, it shall be attested by one authorised person; and
- f) any Member of the Board and the Company Secretary be authorised to sign any other documents, notices, letters or other communications which a Committee may in its absolute discretion deem to be necessary, desirable or expedient in connection with the Proposed Arrangements.”

8.3 If the Board resolves to appoint one or more employees as delegates “by resolution in the standard terms” in order to implement the Proposed Arrangements and specifies the

employee or employees concerned, it shall mean that the Board is adopting a resolution in the following terms:

“For the purpose of promoting, procuring, facilitating and taking the steps required to implement and complete the Proposed Arrangements **THAT**:

(a) the following powers of the Board be delegated to [Employee A] and [Employee B] (jointly and severally) (each a “**Delegate**”):

- power to negotiate, agree and approve all the financial, commercial and other terms and features of the Proposed Arrangements, including power to agree any variations to the Proposed Arrangements that do not alter their substance as approved in principle by the Board (the expression “the Proposed Arrangements” meaning in this Resolution the Proposed Arrangements subject to any such variations), and all or any documents which a Delegate considers or the Delegates consider are necessary, desirable or expedient in connection with the Proposed Arrangements (such documents, after approval by a Delegate or the Delegates, being “**Approved Documents**”);
- power to give any notice or exercise any right pursuant to the terms of any Approved Document;
- power to perform and do all matters, acts and things which a Delegate may in his absolute discretion or the Delegates may in their absolute discretion deem to be necessary, desirable or expedient in connection with the Proposed Arrangements;

(b) any Member of the Board be authorised to sign an Approved Document on behalf of the Association;

(c) any Member of the Board be authorised to attest the affixing of the Association’s seal to an Approved Document which is required to be executed as a deed; and where the Association’s seal is to be

affixed to an Approved Document it shall be attested by one authorised person; and

- (d) any Member of the Board be authorised to sign any other documents, notices, letters or other communications which a Delegate may in his absolute discretion or the Delegates may in their absolute discretion deem to be necessary, desirable or expedient in connection with the Proposed Arrangements.”

SO9 **Communications addressed to the Chairperson**

- 9.1 All communications received by an employee of the Association addressed to the Chairperson of The Group Board or a Member of The Group Board shall be opened by the Group Chief Executive, acknowledged, and a copy sent to the Chairperson of The Group Board with the original being sent to the addressee.
- 9.2 All communications received by an employee of the Association addressed to the Chairperson or another Member of the Board or Committee shall be opened by the Director - Sanctuary Scotland, acknowledged, and a copy sent to the Chairperson of the Board with the original being sent to the addressee.

SO10 **Signing and Sealing of Documents**

This Standing Order 10 shall apply to the execution of documents not provided for in other policies and procedures of the Group.

- 10.1 Affixing of the seal - documents signed as deeds
Deeds must be executed by two authorised persons in accordance with the provisions of Standing Order 10.1.1.
- 10.1.1 All Members of The Group Board, the Board, the Group Chief Executive, Group Finance Director, Company Secretary and Group Director - Corporate Services are authorised to witness the affixing of the Association’s seal or, should the Association no longer have a seal, to execute deeds on behalf of the Association. This is subject to the following exception:

a) any lawfully appointed attorney authorised to be a signatory under a Power of Attorney approved by The Group Board.

10.2 Documents other than deeds (simple contracts)

10.2.1 Where a document is not being executed as a deed, the signature of any lawfully appointed attorney, or one of the Directors detailed in Standing Order 10.2.2 shall be sufficient (**note a single Director cannot authorise and sign the contract for the same transaction**), except in the case of the following documents which must be signed in accordance with Standing Order 10.1.1:

- a) any contract where the capital sum stated in the document exceeds £200,000; and
- b) any other documents relating to the Association or Subsidiary that The Group Board may designate.

10.2.2 The following Directors are authorised to sign documents in accordance with Standing Order 10.2.1: the Group Chief Executive, Group Directors, Group Director - Development, Director - Asset Management, Director - Financial Planning and Analysis, Director - Financial Services, Director - Sanctuary Scotland, Operations Director - Property Services and Finance Director - Development.

10.3 The Company Secretary or, in the absence of the Company Secretary, the Deputy Company Secretary or Group Director - Corporate Services or Director - Governance and Legal shall maintain a register in which he/she shall record every occasion on which the seal of the Association is applied to documents and each occasion when a deed is entered into without a seal being required. The register shall record a brief description of each document so sealed and the names of the authorised persons attesting the seal or executing the deed (as appropriate) on each occasion.

SO11

Declaration of Interest

11.1 If a Member of the Board or a Committee (as appropriate) or an Officer has a direct or indirect pecuniary interest in any contract or proposed contract or any other matter which is the subject of consideration, he/she shall disclose the fact and in the case of Board or Committee Members, take no

part in any discussion (leaving the meeting if necessary) and refrain from voting on that matter.

- 11.2 Any interests which are not pecuniary but which could influence judgement or give the impression that a Board or Committee Member may be acting for personal motives (such as kinship, friendship, membership of an organisation or other relationship) should be disclosed in a similar way and the Member should withdraw from any discussion (leaving the meeting room if necessary) and refrain from voting.
- 11.3 If an Officer or Board or Committee Member fails to disclose a pecuniary interest in a contract or other matter they may be subject to dismissal in the case of an Officer, and to removal from the Board or Committee (as appropriate) by the Group Parent.
- 11.4 A Board or Committee Member shall resign his/her position as a Board or Committee Member if he/she has any business interest relating to the work of the Association which directly or indirectly gives continuing personal advantage. If a Board or Committee Member considers that another Member has such an interest, he/she has a duty to raise it with the Chairperson.
- 11.5 Where an interest is declared in accordance with Standing Orders 11.1 or 11.2, at any meeting of a Committee, the declaration must be recorded in the minutes of that meeting together with any action taken. A copy of the minutes must be separately forwarded to the Company Secretary.
- 11.6 The Company Secretary or, in the absence of the Company Secretary, the Deputy Company Secretary shall record all such declarations of interest in a register specifically held for that purpose.
- 11.7 Notwithstanding the terms of any Standing Order, any Board or Committee Member having a pecuniary interest in the tenancy of a property belonging to the Group Parent, Association or a Subsidiary may take part in discussion of housing matters, apart from any matter which is solely concerned with the particular tenancy from which his/her interest derives.

- 11.8 The requirements of Standing Order 11 shall not apply to an interest in a contract or other matter which a Board or Committee Member or Officer may have:
- a) as a Council Tax payer or inhabitant of an area, or as an ordinary consumer of gas, electricity or water;
 - b) by reason only of his/her being a Member of a company or other private body if he/she has no beneficial interest in any share in that company or body; or
 - c) by reason only of his/her holding shares in a company or other body where the nominal value of those shares does not exceed £1,000 or 1/100th of the total nominal value of the issued share capital of that company, whichever is lower.
- 11.9 In the case of married persons living together or persons living together as a couple (including couples of the same sex), the interest of one shall, if known to the other, be deemed to be an interest of that other also and therefore subject to the provisions of this Standing Order.

SO12

Tenancy Agreements - authorised signatories

- 12.1 The following Officers are authorised to sign tenancy agreements on behalf of the Association:

Director - Sanctuary Scotland
Company Secretary
Senior Managers (housing services)
Senior Staff Members (housing services)
Housing Officers
Assistant Housing Officers
Designated Staff Members

It is a pre-requisite that the granting of any tenancy must be in accordance with the Association's approved lettings policies.

SO13

Possession Action – authorisation

- 13.1 The following Officers are authorised to initiate possession action, and to sign any necessary notices or court papers, on behalf of the Association:

Director - Sanctuary Scotland
Company Secretary
Head of Housing
Housing Manager
Area Manager

SO14

Scottish Housing Regulator - authorised signatories

14.1 The following Officers are authorised to sign the undernoted submissions to the Scottish Housing Regulator:

All documents:

Group Chief Executive
Group Finance Director
Company Secretary
Director - Sanctuary Scotland
Head of Business Information and Designated Staff
Members (via the Scottish Housing Regulator's portal)
Deputy Company Secretary

Consent for Disposal forms:

Group Chief Executive
Group Finance Director
Company Secretary

**All development scheme and major repair documents
including grant applications and claims:**

Designated Staff Members (development)

All financial documentation:

Group Chief Executive
Group Finance Director
Director of Treasury Services
Director of Corporate Finance
Director - Financial Services
Director - Financial Planning and Analysis
Finance Director - Development
Senior Finance Manager

SO15

Land and Buildings Transaction Tax Returns

15.1 The following Officers are authorised to give authority for the submission of Land and Buildings Transaction Tax Returns:

Group Chief Executive
Group Finance Director
Company Secretary
Group Director - Housing
Group Director - Corporate Services
Deputy Company Secretary

SO16

Deeds of Condition and Consents to Assignment - authorised signatories

16.1 The following Officers are authorised to sign Deeds of Condition and Consents to Assignment on behalf of the Association:

Group Chief Executive
Group Finance Director
Company Secretary
Group Director - Corporate Services
Group Director - Housing
Director - Governance and Legal (as second signatory only)

SO17

Contracts of Employment - authorised signatories

17.1 The following Officers are authorised to sign contracts of employment on behalf of the Association:

Group Chief Executive
Group Finance Director
Company Secretary
Group Director - Housing
Group Director - Corporate Services

SO18 Benefits for Members and Officers - authorisation

18.1 All Group entities are required to seek the prior authorisation for non-contractual benefits made to Board Members, Officers or relatives of Board Members or Officers.

18.2 The following Officers are authorised to approve benefits on behalf of the Association:

Group Chief Executive
Group Finance Director
Group Director - Corporate Services

SO19 Sale of Assets, Property or Services - authorisation

19.1 Subject to reporting to The Group Board and the Board at the earliest appropriate time, the Group Chief Executive or Group Finance Director are authorised to approve:

- a) the sale of land not exceeding £250,000 in value. The value, to represent the full open market value of the land, shall be calculated by an independent third party qualified surveyor to represent the full value of the land. In the event of a transfer of land to another charitable registered provider to be utilised for the furtherance of its objectives, the sum may alternatively be the value of any outstanding debt;
- b) the granting of wayleaves and servitudes; and
- c) the leasing of land by the Association at rents considered to be nominal.

SO20 Tenders for New Business and Business Renewals - authorised signatories

20.1 The following Officers are authorised to sign tenders for new business and business renewals on behalf of the Association:

Group Chief Executive
Group Finance Director
Company Secretary
Group Director - Corporate Services
Group Director - Housing
Group Director - Care
Group Director - Commercial