

Vision: Proud To Be A Diverse Community

Mission Statement: Create Lasting Positive Change To Benefit The Lives Of All Residents

Values: Quality. Accountability. Value. Inclusive. Diverse.

Stakeholders: Board. Residents. Manager. Contractors. Council. Government. Funding Bodies. All those involved in the success of running W&Q TMO are expected to build relationships and deliver actions based on the above.

TMO staff and members of the Management Committee are all required to act within the W&Q TMO rules and for the good of the whole community.

All Committee Members are required to sign a statement confirming that they will meet their obligations to the Board and to the Society.
The Board may vary the form of statement from time to time.

The following declaration is to be signed by each Webber and Quentin TMO Committee Member on taking up office and by each member of staff as soon as is practicable after appointment:

What is the TMO For?

The society is formed for the benefit of the community in Webber Row and Quentin House estate which shall be called "the Area". Its objects shall be to carry on for the benefit of the community:

- A2.1 business of providing, maintaining, and managing housing and associated amenities and any services that contribute to wider regeneration including the creation of employment, the advancement of education and training, relief of poverty, the provision of public amenities and recreational facilities, and the promotion of public safety and the prevention of crime within the Area of benefit;
- A2.2 any object that can be carried out by a Co-operative or Community Benefit Society;
- A2.3 In carrying out these objects the Society shall promote equality of opportunity by eliminating discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Equalities Act 2010; The TMO will advance equality of opportunity between persons who share a relevant protected

characteristic and persons who do not share it; and foster good relations between persons who share a relevant protected characteristics and persons who do not share it

THE BOARD

What must Board members do?

Functions

D1 The Society shall have a Board (in these rules referred to as “the Board”) which shall direct the affairs of the Society in accordance with its objects and rules and ensure that its functions are properly performed.

- D1.1 define and ensure compliance with the values and objectives of the Society and ensure these are set out in each annual report;
- D1.2 establish policies and plans to achieve those objectives;
- D1.3 approve each year’s accounts prior to publication and approve each year’s budget;
- D1.4 establish and oversee a framework of delegation and systems of control;
- D1.5 agree policies and make decisions on all matters that create significant financial risk to the Society or which affect material issues of principle;
- D1.6 monitor the Society’s performance in relation to these plans, budget, controls and decisions;
- D1.7 appoint (and if necessary remove) the chief executive (if any and if falling within the Society’s authority);
- D1.8 satisfy itself that the Society’s affairs are conducted in accordance with generally accepted standards of performance and propriety;
- D1.9 take appropriate advice.
- D1.10 negotiate the management agreement and allowances with the council and oversee its operation

And none of these functions D1.1 – D1.10 inclusive shall be delegated

Composition of the Board

- D2 Unless otherwise determined by the Society in general meeting, the Society shall have a Board comprising not more than twelve and not less than seven elected members plus persons co-opted in accordance with the provisions of these rules.
- D3 A majority of Board members shall always be tenants residing in ‘the Area’ and of households under the management of the tenant management organisation.
- D4 In every notice for an annual general meeting the Board shall set out its requirements for the skills, qualities and experience which it needs

from its members. The notice shall state the extent to which those requirements are met by those Board members continuing in office, and those retiring and intending to re-offer themselves for election.

D5 The Board shall in its annual report set out the obligations of every Board member to the Board and to the Society. The Board shall review and may amend the obligations of Board members from time to time.

D5.1 No Board member may act as such until they have signed and delivered to the Board a statement, confirming that they will meet their obligations to the Board and to the Society. The Board may vary the form of statement from time to time.

D5.2 Any Board member who has not signed such statement without good cause within one month of election or appointment to the Board shall immediately cease to be a Board member.

Board members' interests

D28 No Board member, co-optee or member of a committee shall have any financial interest:

D28.1 personally; or

D28.2 as a member of a firm; or

D28.3 as a director or other officer of a business trading for profit; or

D28.4 in any other way whatsoever

in any contract or other transaction with the Society, unless it is expressly permitted by these rules.

Register of Interests

Every Board member, co-optee and member of a committee shall ensure that the secretary at all times has a list of all other bodies in which they have an interest as:

D31.1 a director or officer; or

D31.2 as a member of a firm; or

D31.3 as an official or elected member of any statutory body; or

D31.4 as the owner or controller of more than 2% of a company the shares in which are publicly quoted or more than 10% of any other company; or

D31.5 as the occupier of any property owned or managed by the Society; or

D31.6 any other significant or material interest.

D32 If requested by a majority of the Board or members of a committee at a meeting convened specially for the purpose, a Board member, co-optee or member of a committee who fails to disclose an interest as required by these rules shall vacate their office either permanently or for a period of time.

Management and delegation

- D37 The Board may delegate any of its powers under written terms of reference to committees or to employees (subject to rule D1). Those powers shall be exercised in accordance with any written instructions given by the Board.
- D38 All acts and proceedings of any committee shall be reported to the Board.
- D39 No committee can incur expenditure on behalf of the Society unless at least one Board member or co-opted of the Board on the committee has voted in favour of the resolution and the Board has previously approved a budget for the relevant expenditure.

Co-option of Board members

D6 The Board may at any time co-opt any person, whether or not a member of the Society, to serve on the Board in addition to the elected members. The Board may also remove any person co-opted.

- D10 A Board member may be removed from the Board:
- D10.1 by a two third majority vote of the members at a General Meeting of the Society, the notices of which specified that the question of such removal was to be raised; or
- D10.2 by a resolution passed by three quarters of the Board provided the following conditions are satisfied:
- at least fourteen days' notice of the proposed resolution has been given to all Board members; and
 - the notice sets out in writing the alleged breach(es) of the member's obligations in accordance with rule C2; and
 - the Board is satisfied that the allegation(s) is or are true.

The Board shall have power to delegate, in writing, the exercise of any of its to committees and to employees of the Society (subject to rule D1) on such terms as it determines. Such delegation may include any of the powers and discretions of the Board. The Board shall, in all things, act for and in the name of the society.

All members agree to be bound by the obligations on them as set out in the W&Q TMO rules.

When acting as Board members or as shareholders they shall act at all times in the interests of

the Society and, for the benefit of the community, as guardians of the objects of the Society.

A shareholder of the Society is a person or body whose name and address is entered in the register of shareholders.

- C13 Shall admit to membership any lawful tenant, or resident aged eighteen years or over who agrees to be bound by the provision of these rules; and
- C14 Pays the sum of one pound (which shall be returned to them if the application is not approved);
- C16 Will publish policies and admit members in accordance with those policies as long as the majority of members are tenant members.

The following cannot be shareholders:

- C7.1 a person under the age of 18 years;
- C7.2 a person who has been expelled as a shareholder, unless authorised by special resolution at a general meeting;
- C7.3 an employee of the Society.

Proceedings at general meetings

- C25 Before any general meeting can start its business there must be a quorum present. A quorum is one quarter of all shareholders or fifteen shareholders, whichever is the lesser.
- C29 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present. Unless a secret ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions. The demand for a secret ballot may be withdrawn.
 - C29.1 If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
 - C29.2 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair shall have a second or casting vote.

Proxies

- C30 A proxy can be appointed by delivering a written appointment to the registered office at least five days before the date of the meeting at which the proxy is authorised to vote. It must be signed by the shareholder or a duly authorised attorney. Any proxy form delivered late shall be invalid. Any question as to the validity of a proxy shall be determined by the chair of the meeting whose decision shall be final. A proxy need not be a shareholder of the Society. A person acting as proxy shall only act as proxy for one shareholder.

I acknowledge the contents of the Webber and Quentin TMO Statement of Obligation which I have read and understood, and agree to uphold

Signed.....

Full Name (printed).....

Address.....

Date.....