

# Constitution



## 1. NAME

- 1.1 The name of the organisation will be "Scottish Borders Tenants Organisation" hereinafter referred to as 'SBTO'.

## 2. AIMS

- 2.1 To develop the aims and objectives and methods of working of an umbrella Tenant representative organisation which will best represent the interests of the overall Scottish Borders Housing Association (SBHA) Tenant population.
- 2.2 To represent and promote the interests of Tenants of SBHA in the maintenance and improvement of their housing conditions, housing services, amenities and environment.
- 2.3 To encourage and assist Tenant participation and community engagement in the SBHA area including developing:
- a. Tenants' and residents' associations, community groups and social activities
  - b. online and in person information, learning, engagement, consultation, and participation opportunities
  - c. methods for Tenants/residents to influence the priorities and activities of landlord/factor, public and private agencies who impact on the community.
- 2.4 To work in partnership with SBHA and others to devise and undertake suitable information, engagement, consultation and participation activities to further SBTO's aims.
- 2.5 To inform and seek the views of individual Tenants and member organisations through a variety of means.
- 2.6 To co-ordinate and represent the views of the wider Tenant population through a variety of means.
- 2.7 To co-operate with statutory and voluntary organisations and others on matters of common concern and benefit to SBHA Tenants.
- 2.8 To assist the activities of member organisations and others to help them achieve their aims, where these are consistent with the aims of SBTO.
- 2.9 To uphold SBHA's Equal Opportunities Policy and to work for good relations among all members of the community, specifically prohibiting any conduct that discriminates or harasses on the grounds of age, race, religion or belief, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, sex or sexual orientation.

### **3. MEMBERSHIP**

- 3.1 Membership of SBTO is open to all SBHA Tenants, unless excluded under items (3.9, 3.10 and 3.12).
- 3.2 Membership of SBTO is also open to all SBHA Tenants' groups and residents' associations.
- 3.3 Where there is more than one Member from an area, they will be encouraged to set up a local group and/or work together informally.
- 3.4 All Members have the same voting rights on all issues raised at general meetings and the Annual General Meeting (AGM) that they attend, i.e. individuals one vote, groups/associations one vote.
- 3.5 There will be no subscription associated with Membership to SBTO.
- 3.6 SBHA will provide, directly and/or via an approved external organisation, specialist team members to service the SBTO in its ongoing operations, and to support its wider Tenant participation and representation activities.
- 3.7 The SBTO recognises that SBHA team members are accountable to the Board, SBHA's Regulator and to its Funder for the appropriate use of its resources, and that this necessitates regular attendance at SBTO and related meetings. However, where the SBTO deems appropriate, and records the reasons, Members are entitled to meet without SBHA team members in attendance.
- 3.8 Tenant Members of SBHA's Board of Management and Tenant Members of the Customer Board, Chairpersons and Vice-Chairs of Registered Tenant Organisations and other local Residents Groups, will be able to:
  - a. attend SBTO Meetings;
  - b. where this is not conflict of interest, be elected to the Committee of SBTO.

Tenant Members of SBHA's Board of Management and Tenant Members of the Customer Board, and other local Residents Groups cannot be elected as the Chairperson or Vice Chairs of the SBTO Committee.

Individual Members of SBTO may:

- a. attend SBTO Meetings
  - b. where this is no conflict of interest, be elected to the Committee of SBTO and be elected as an Office Bearer.
- 3.9 SBC Councillors will be able to attend SBTO Meetings, but only by invitation. In circumstances where an SBC Councillor is also a Tenant, their Councillor role will determine that they can only attend by invitation.
  - 3.10 SBHA team members are able to attend SBTO Meetings, but only by invitation and they cannot be elected as Members to the Committee (as at Clause 10.1).

In circumstances where a SBHA team member is also a Tenant, their work role will determine that they can only attend by invitation

- 3.11 SBTO may invite a serving, retiring or former Member of the Organisation, to become an Honorary Member of the Committee and this will be determined on the contribution that has been given to the Organisation. Invitation for Honorary Membership will be at the discretion of the Committee and Honorary Members cannot be elected as the Chairperson or Vice Chairs of the SBTO Committee.
- 3.12 If a Tenant is identified for unreasonable behaviour under SBHA's Unacceptable Behaviour Policy the Tenant is therefore deemed to be unsuitable to join the SBTO Committee in regard to the work that SBTO do in their working relationship with all levels of the SBHA team on service reviews and improvements.
- 3.13 SBTO's Code of Conduct further relates to the behaviour of Tenants at all times and membership to the SBTO will be considered relative to behaviours under SBHA's Unacceptable Behaviour Policy. This will be considered regarding the work of SBTO members in working partnership with all levels of SBHA team members.
- 3.14 Members of SBTO will write, speak and act at all times to preserve and uphold the aims and reputation of SBTO and comply with SBTO's Code of Conduct and SBHA's Unacceptable Behaviour Policy. This includes while using personal social media and online.

#### **4. THE COMMITTEE**

- 4.1 SBTO will elect a Committee to administer its affairs on behalf of its Membership.
- 4.2 The Committee will consist of a maximum of 20 SBHA Tenant representatives elected at an Inaugural General Meeting, plus up to 5 co-opted Members.
- 4.3 Any co-opted Member who is not an SBHA Tenant cannot participate in any election of Office Bearers; cannot be elected themselves as an office bearer and cannot vote on any business of the Committee.
- 4.4 Any Honorary Member cannot participate in any election of Office Bearers, and cannot be elected themselves.
- 4.5 Any Honorary Member of the Committee will not form part of a quorum, but they may take part in discussions and have voting rights as at Item 2.2 but not on any governance issues as above at Item 4.4.
- 4.6 There will be a Chairperson, 2 Vice-Chairs, a Treasurer and a Secretary elected by the Committee at any subsequent Meeting where a vacancy for an office bearer has occurred. No two persons from the same household or related family members can be Office Bearers. With exception of the role of Chairperson, all Office Bearers will hold office for a period of one year, and must

stand down at the next AGM and can stand for re-election. Upon election, the Chairperson can serve for a maximum period of two years.

- 4.7 In the event of a vote being equal, the Chairperson or such other person acting in that role, shall have a casting vote.
- 4.8 The Committee Members will inform the Tenant & Community Engagement Facilitator if they are unable to attend any Meeting and submit reasons for non-attendance. At the discretion of the Committee, any Committee Member not attending five consecutive Meetings will be deemed to have resigned and the vacancy will be filled as per section (4.2). Prior to the resignation being formalised, contact should be made with the Member concerned.
- 4.9 A Member of the Committee may be removed or suspended from the Committee (and their Office Bearer role where held) if they fail to adhere to the Code of Conduct, bring the good name of the SBTO into disrepute, or do not abide by the terms set out in this Constitution. A full meeting of the Committee will be called to consider evidence from all sides and a majority vote will be necessary to remove or suspend.

## **5. COMMITTEE MEETINGS**

- 5.1 At least 5 Business Meetings of the Committee, in addition to the AGM, will be held each year.
- 5.2 Seven days' notice of committee meetings will be given to all members of the Committee.
- 5.3 A quorum at Committee Meetings will be five Members with at least two of the compulsory Office Bearers present, one of which must be the Chair or a Vice Chair.
- 5.4 All decisions will be taken by a simple majority of those present.
- 5.5 SBTO will take positive action to reach those people that are underrepresented at meetings and events and seek to ensure that all members have the opportunity to be involved in SBTO and its events.

## **6. SUB-COMMITTEES**

- 6.1 Sub-committees may be formed at such times as deemed necessary by the Committee to work with the SBHA team on projects together with other external parties on housing related services. The remit, degree of authority, and time-scale of the Sub-committee must be recorded in the Minutes of the Meeting which decided upon its formation. Membership of any Sub-committees is agreed by the SBTO Committee in advance. The Committee may disband a Sub-committee once its functions are deemed complete.

## **7. COMMITTEE MEMBERS DUTIES**

All Committee Members are responsible for:

- 7.1 Preparing for Meetings, by reading appropriate Minutes, agendas and papers.
- 7.2 Contributing to and taking collective responsibility for any decisions reached by the Committee.
- 7.3 Accepting decisions reached by the majority of the Committee.
- 7.4 Respecting other Members' points of view and ensuring 'fair play' at Meetings.
- 7.5 Allowing other Members to contribute to discussions.
- 7.6 Declaring any relevant conflict of interests and leaving the Meeting during discussions relating to that particular interest.
- 7.7 Respecting the confidentiality of information supplied or discussed at Committee Meetings, where it is of a personal or commercially sensitive nature.
- 7.8 Undertaking any relevant training provided and representing SBTO at local and national events as identified and agreed by the Committee (see Item 15).

## **8. CONDUCT OF MEETINGS**

- 8.1 A Tenant should at all times, chair Meetings. No SBHA or other agency's representative will chair Meetings. The Chair will have responsibility for maintaining order and ensuring that the above is adhered to.
- 8.2 In the event of a Committee Member failing to adhere to 7 and 8.1 above, and only on receipt of another Committee Member's complaint, a Sub-committee will be convened, (Membership to include SBHA representative and two Committee Members) to decide on the appropriate method of dealing with any such complaint.
- 8.3 The Code of Conduct (*see Appendix 1*) is recognised as a full part of the Constitution.

## **9. RECORD OF MEETINGS**

- 9.1 A delegated Minute Taker will record Meetings (usually the Secretary). All Minutes should be forwarded simultaneously to the Chairperson of that particular Meeting for approval before being distributed. All Minutes will thereafter be accessible to Tenants of SBHA through SBHA's Head Office and SBTO's website.

## **10. SBHA INVOLVEMENT AT MEETINGS**

- 10.1 Employees of SBHA will attend Meetings by invitation only with the exception of those directly appointed to work for and with Tenants. Employees of any other organisation/agency will attend by invitation only.
- 10.2 Employees from SBHA and any other agency will remove themselves from Meetings at times when a conflict of interest may arise. This should be carried out without the need for direction from the Chairperson and for recording purposes the reason stated clearly.

## **11. RELATIONSHIP WITH SBHA**

- 11.1 SBTO exists to promote and support the development of wider Tenant Participation within SBHA. Furthermore, the organisation has a key role in co-ordinating the views of the wider Tenant population directly to SBHA.

Therefore, the relationship with SBHA has the following characteristics:-

- SBTO will make **recommendations** to SBHA on various issues based on democratic decision-making processes and after allowing the wider Tenants the opportunity to influence issues of major significance;
- SBHA will have regard to recommendations provided by the Tenant Organisation in their decision making process;
- SBHA may share results / outcomes of its consultation activities with SBHA Tenants, and SBTO can use the information to help build SBTO's views, priorities and activities.
- SBTO has the right to set its own priorities and agenda.
- SBTO, working with SBHA and other potential partners, will:
  - Develop engagement opportunities
  - Undertake engagement and consultation activities
  - Aid in disseminating the results and outcomes of engagement activities

## **12. ANNUAL GENERAL MEETING**

- 12.1 The SBTO will hold an Annual General Meeting once per year and within 14 months of the last AGM. The purpose of which is;
- to consider amendments to the constitution previously notified to the Committee in writing including via email two weeks prior to the AGM;
  - to consider any motions or resolutions;
  - to receive a report of activities and financial statement;

- to require the resignation of Office Bearers and Committee Members; and
  - to elect new Committee Members and Office Bearers, with the Chairperson being elected to serve for a maximum period of two years.
- 12.2 Notice of the AGM must be issued to Member Associations and individual Members at least one calendar month before the Meeting date. This Notice can be done digitally including via email and SBTO's website.
- 12.3 Nominations for Committee Members will be made and seconded on nomination forms. This will be done digitally via email or posted, and these must be with the Tenant & Community Engagement Facilitator prior to the start of the AGM. Nominations may also be made from amongst those attending:-
- Nominations will be voted on only by those attending the AGM (either attending in person or digitally via Teams);
  - The new Committee will elect from their number the Chairperson, Vice-Chairs, and Treasurer; Secretary and;
  - No proxy voting will be allowed.
- 12.4 SBTO will make suitable arrangement for Members to fully participate in its AGM online.

### **13. SPECIAL GENERAL MEETINGS**

- 13.1 Special General Meetings may be called at any time for the purpose of considering any matter including dissolution which needs the urgent attention of all Members.
- 13.2 Special General Meetings shall be called either at the written request of at least 6 members of SBTO, or if the General Meeting decides by a two-thirds majority that it is necessary or advisable.
- 13.3 At least one calendar month's notice of any Special General Meeting will be given to Members in writing, stating the reason(s) for holding the meeting.
- 13.4 All matters for decision will be decided by a simple majority of those present and voting.

### **14. FINANCE**

- 14.1 All monies granted to SBTO by SBHA will be applied to further the aims of the SBTO and for no other purpose, and a budget report will be produced each month by SBHA for the information of SBTO and monitoring purposes.

14.2 Any external monies granted to SBTO, must be operated through a bank account. Cheques must be signed by two of the following four Office Bearers - Treasurer, Chairperson and either Vice-Chairs.

14.3 The Treasurer must:-

- keep accounts of all income and expenditure;
- make available, on a monthly basis, a financial report summarising accumulated income and expenditure and the balance from the bank statement; and
- submit accounts for audit.

(Note: The SBHA team will provide qualified support and assistance).

## **15. CHANGES TO CONSTITUTION**

15.1 This constitution may be altered by an amendment proposed and approved at an AGM according to Item 12.

## **16. COMMITTEE DELEGATES**

16.1 The Committee is authorised to nominate delegates to conferences and other events, relevant to the aims of the SBTO. No authorisations can be made without prior knowledge of the costs involved, the SBTO's current financial position and a decision being made at a quorate Meeting.

16.2 A Member must have served regular attendance at SBTO Meetings for consideration of being nominated to conferences and other events, and this will be at the discretion of the Committee.

16.3 Meetings are authorised to elect delegates to serve on local or national bodies concerned with the advance of Tenants' interests.

## **17. DISSOLUTION**

17.1 The SBTO may only be dissolved at a Special Meeting of its Members called for that purpose.

17.2 A decision at such a Meeting must be taken by at least two-thirds of those registered Members entitled to vote.

17.3 Notice for a Special Meeting to dissolve the SBTO must be issued to all Members and SBHA at least one calendar month before the date of the Meeting, with the purpose of the Meeting clearly indicated.

17.4 In the event of dissolution, remaining assets after outstanding liabilities are met shall be returned to SBHA to be ring-fenced for Tenant Participation activities.

This Constitution was adopted at the Annual General Meeting of Scottish Borders Tenants' Organisation (SBTO):-

On - Tuesday 25<sup>th</sup> October 2022

In - SBHA Boardroom, SBHA Head Office, South Bridge House, Whinfield Road, Selkirk, TD7 5DT

Signed:

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Dominic Brookes, Chairperson

Witnessed:

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Margaret Graham, Vice Chair