

## **About the Board of BCVS Homes and its Policy on admission of Shareholders & Board Members to the association.**

### **About the Association**

The full name of the Society is Bath Centre for Voluntary Service Homes Limited (“the association”) The Society trades as BCVS Homes.

BCVS Homes Housing Association; an exempt charity, not for profit registered under the Co-operative and Community Benefit Societies Act 2014 under reference No. 13216R.

Member of the National Housing Federation, Reference No. LH1028

Registered with the Care Quality Commission, Provider identification: 1-101642461

### **Objects**

The association is formed for the benefit of the community. Its object shall be to carry on for the benefit of the community.

### **Our Model Rules state that:**

1. the business of providing housing, accommodation, and assistance to help house people and associated facilities and amenities (for poor people or for the relief of aged, disabled, handicapped (whether physically or mentally) or chronically sick people)
2. any other (charitable) object that can be carried out by a Co-operative and Community Benefit Society registered as a social landlord with the Federation.

### **Non-profit**

1. The association shall not trade for profit.
2. Nothing shall be paid or transferred by way of profit to shareholders of the association.

### **Powers of Association, Board and Shareholders**

The association shall have the power to do anything that a natural or corporate person can lawfully do which is necessary or expedient to achieve its objects except as expressly prohibited in the Company Rules.

## **Powers of the Board**

The business of the association shall be directed by the Board which must be exercised in general meetings:

1. by statute or
2. or under the Rules.

## **Limited powers of shareholders in general meetings**

The association in general meeting can only exercise the powers of the association expressly reserved to it by these rules or by statute.

## **Applications for admission as a Shareholder**

Applications to become a Shareholder will be considered by the Board in accordance with its Rules:

An applicant who wishes to become a member of the association must apply in writing to the association's registered office and addressed to:

The Company Secretary  
Registered Office,  
BCVS Homes  
Top Floor,  
Greystones,  
Hayesfield Park  
Bath. BA2 4QE

The applicant must set out their reasons for their applying and their qualifications in accordance with the association's policies and pay the sum of £1 (which shall be returned to them if the application is not approved).

Every application shall be considered by the board at a General Meeting.

## **The applicant must agree to provide a background disclosure from the Data and Barring Service.**

The board has the power in its absolute discretion to accept or reject the application. If the application is approved the name of the applicant and all other necessary information shall be entered in the register of shareholders. One share in the association shall be issued to the applicant.

**The association is unable to approve the following as shareholders:**

A minor.

A person who has been expelled as a shareholder, unless authorised by special resolution at a general meeting;

An employee of the association or an employee of any other body whose accounts must be consolidated with those of the association.

An individual that does not satisfy all of the requirements of the FPPR (Fit and Proper Persons Regulations) under the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014: Regulation 5

Following any refusal to apply for a Criminal Background disclosure & DBS check (Data and Barring Service) or where a disclosure revealed that being involved with vulnerable adults would be inappropriate.

Composition of the board would exceed twelve in number.

**Corporate and unincorporated bodies**

A corporate body can be a shareholder. It can appoint an individual to exercise its rights at general meetings. Any such appointment shall be in writing, and given to the Secretary.

A shareholder can be the nominee of an unincorporated body. In such cases the register will contain the name and address of the shareholder, and shall designate the shareholder as the nominee of a named unincorporated body. The address of the unincorporated body shall also be entered in the register if it differs from the address of the shareholder nominee.

**Shares**

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

No shareholder can hold more than one share and each share shall carry only one vote.

A share cannot be held jointly unless by nominees of an unincorporated body.

Once an application to become a shareholder has been approved a copy of the association's Model Rules will be provided. A share certificate will be provided and his or her name will be entered in the register of shareholders.

## **Financial limitations**

Shareholders liabilities are limited to £1 the amount of the paid up share. When a shareholder ceases to be a shareholder or is expelled from the association, his or her share shall be cancelled. The amount paid up shall become the property of the association

No board members, co-optee or members of a committee shall have any financial interest personally, as a member of a firm or as a director or other officers of a business trading for profit, or in any other way whatsoever.

The association shall not pay or grant any benefit to anyone who is a board member or who is a co-optee or a member of the committee.

The association may pay properly authorised expenses when actually incurred on the association's business, and any remuneration as shall be approved from time to time to board members, co-optees and members of committees.

## **Joining the Board**

Any invitation for a shareholder to join the Board will be considered at a General Meeting. If successful the shareholder will be co-opted to the Board until ratified at the Association's Annual General Meeting.

## **Composition of the Board**

The board shall consist of five board members, or of such greater number not exceeding twelve. (Including co-optees)

Except for co-optees only shareholders can be board members.

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 association. The board may vary the form of statement from time to time.

Any Board members 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.

## **Co-optees**

The board may appoint co-optees to serve on the board (eg for specific projects) on such terms as the board resolved and may remove such co-optees. A co-optee may act in all respects as a board member, but they cannot take part in the deliberations nor vote on the election of officers of the association nor any matter directly affecting shareholders. For the purpose of the Housing Act 1996 a co-optee is an officer and is not included in the expression "board member" or "member of the board".

## **General Meetings**

The Board will meet at least three times every calendar year and will hold an Annual General Meeting.

Shareholders may attend general board meetings, but cannot take part in the deliberations nor vote on the election of officers of the association nor any matter directly affecting shareholders.

All general meetings other than Annual General Meetings shall be special general meetings and will not transact any business that is not set out in the notice convening the meeting.

## **Further Information**

If you would like to find out more about the work of BCVS Homes please contact the Company Secretary.