

ROSEHILL HOUSING CO-OPERATIVE LIMITED

**MINUTES OF SPECIAL GENERAL MEETING HELD ON TUESDAY 17TH
SEPTEMBER 2024 AT 6:30PM AT THE HALL, PEAT ROAD**

Present (Top Table):	Nicki Finlayson Kerry Stevenson Geri Mogan Lauren Little	Chairperson Vice Chairperson Director Solicitor
Minutes:	Kelly McCallum	Customer Services Officer
Members Present:	50 members present in hall 73 valid proxies (Sederunt held on file)	

N Finlayson declared at 6:35pm that the meeting was quorate in accordance with rule 21.1 and could now proceed. She welcomed those present and introduced herself, Kerry Stevenson Vice Chairperson, Geri Mogan, Rosehill's Director and Lauren Little, Rosehill's solicitor.

1. *Apologies*

Apologies for absence were received from 4 members whose details are held on file.

A member also submitted apologies on behalf of Noreen Wynn, Lunderston Drive and Marie Miller, Glenlora Drive.

The Chair declared that 73 valid proxies from members giving 8 other members their vote had been received.

2. *Presentation on proposed new rules by Lauren Little, TC Young*

The Chair then handed over to Lauren Little, T C Young solicitors to speak about the proposed new rules.

Lauren advised that the proposed new rules were circulated to all members along with the notice of this meeting. She further advised that she was not going to go over each change to the rules in turn, instead she was just going to say a few words about the amendments and the thoughts behind them.

She stated that it was interesting to note that, of over 170 Registered Social Landlords in Scotland, only half a dozen are co-operatives. The majority are community benefit societies, which is what Rosehill will become once the new rules are registered. Sustainability is a key consideration when moving to a community benefit society.

She explained, as per FAQs and information issued by Rosehill, one of the main differences between a co-operative and a community benefit society is the organisations Membership: As a co-operative, only tenants can be members. That is changed under the new rules, so that members



can be Tenants, Service Users and anyone else who supports the aims of the organisation. The limitation of committee membership to tenants often leads to challenges for housing co-operatives, in terms of recruitment onto the management committee, because committee members may only be recruited from a closed pool of individuals. Conversion to a housing association would widen the categories of people who can become members of Rosehill, and consequently those who can be elected to the committee. This would allow people with an interest in the local area or community to become members and potentially stand for election to committee, as well as individuals with particular expertise which Rosehill has identified as being required on the committee.

It is intended that Rosehill will have a membership policy which will set out its aims as regards to those admitted to membership.

The second major consideration for the committee in terms of conversion is the ability to have Charitable Status. Community benefit societies can have charitable status which is not open to fully mutual co-operatives, which allows potential for greater access to grant funding streams and tax efficiencies which are currently not available to Rosehill as a co-operative. Lauren advised that under the new rules Rosehill's Objects have changed from housing to benefit members to charitable objects to allow for charitable status - to provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care.

She concluded by advising that in terms of composition of the committee, the rules are pretty much identical to what Rosehill currently has, except, with a view to protecting the tenant-focussed nature of the committee, with no more than 2 factored owners being able to sit on the committee.

3. *To consider and if thought fit approve the following Special Resolutions:*

- (a) "That the Co-operative adopts the Rules in the form attached to this notice in substitution for the existing Rules of the Co-operative subject to any non-material amendments that may be required by the Scottish Housing Regulator or the Financial Conduct Authority."
- (b) "That the name of the Co-operative be changed from "Rosehill Housing Co-operative Limited" to "Rosehill Housing Association Limited" immediately on the registration of the new Rules with the Financial Conduct Authority."

The Chair advised those present that various opportunities had been given to members over the last few months to engage with Rosehill and ask questions about the proposed constitutional change. Therefore, it is intended to now proceed to the ballot.

Two members present made some comments which were dealt with. The Chair then moved onto the ballot.

She asked the members present to complete the ballot form (and any ballot forms for proxies they hold) which were issued to members upon arrival, and fold over the form(s) which will be collected by staff members.

The Director and Rosehill's solicitor then counted all the returned ballots and the Director informed the members present of the results:

109 in favour of the proposal
14 against the proposal

The Chair advised that this means that 88% are in favour of the proposal which is greater than the minimum requirement of three quarters of the votes being in favour, she therefore declared that the Resolutions were approved.

The Chair thanked everyone for attending this important meeting and then declared the meeting closed (7:05 pm) and advised the AGM would begin shortly.

I certify that this minute was approved as a true and accurate record of the meeting.

Signed: _____ Date: _____
(Chair)