



Grŵp Tai
PENNAF
Housing Group

TITLE:	Shareholding Membership Policy		
DOCUMENT TYPE:	Policy		
DESCRIPTION:	The policy sets out the criterion for admission as a Shareholder or Member of a Pennaf. Clwyd Alyn, Tŷ Glas, Tir Tai and Offa. It also covers the responsibilities of shareholders / Members and includes the application form.		
EQUALITY IMPACT ASSESSMENT (EIA):	No	DATE EIA APPROVED:	Not Applicable

AUTHOR OF DOCUMENT:	Trevor Henderson
POSITION:	Deputy Group Chief Executive
DEPARTMENT:	Chief Executive
AUTHORISED BY:	Pennaf. Clwyd Alyn, Tŷ Glas and Offa
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VERSION CONTROL (to be used to schedule subsequent changes to parts of document i.e. not a full review)			
Section	Description	Approved By	Date Approved

1. Introduction

- a. The Pennaf Housing Group comprises 7 Members, of which 3 (Pennaf, Clwyd Alyn and Tŷ Glas) have open Shareholding membership.
- b. PenAlyn and PenArian have a closed Membership policy with Pennaf being the sole shareholder and therefore no Members will be admitted by the respective Boards.
- c. The Offa and Tir Tai registers of Members are closed because of their specific purpose as Commercial and Development arms within the Group.

2. Policy Statement

- a. The purpose is to set out clearly the respective Board's policy on shareholding membership.

3. Aims

- a. The aim of the policy is to explain the criteria and procedure for admission as a Shareholder and the accompanying responsibilities.

4. Objectives

- a. The purpose of this Policy is to;
 - i. increase participation by, and accountability to shareholding stakeholders.
 - ii. encourage Individuals and representatives of corporate or unincorporated bodies within the communities in which the Group operates to participate through Membership.
 - iii. ensure Shareholders are appointed in a fair and transparent manner.

5. Scope

- a. The policy applies to all people and bodies who are Shareholders or wish to become shareholders.

6. Links with other Control Documents

- a. The policy links with the;
 - i. relevant Group Members Rules or Articles of Association, as the case may be.
 - ii. Group's Code of Conduct.

7. Definitions

- a. A 'Shareholder' is a persons or body whose name and address is entered in the register of Shareholders in the case of Clwyd and Tŷ Glas or register of Members in the case of Pennaf.
- b. A 'Resident' is a person who alone or jointly with others holds a tenancy, lease or licence to occupy a property within the Group.
- c. 'Stakeholder' means anyone who has an interest in our business, for example Local Authority, Health Trust etc.

8. Delivery

- a. The policy will be achieved through;
 - i. open involvement by the community.
 - ii. Targeting recruitment to ensure a wide and balanced shareholding membership e.g. advertising and/or approaching organisations which may have an interest in housing when recruiting shareholding members.

9. Resources

- a. The Pennaf Group is a Not for Profit Group and nothing shall be paid out by way of profit to Shareholders.
- b. A £1 is payable before approved Clwyd Alyn and Tŷ Glas shareholders are entered into the register. This is non refundable.

10. Stakeholder Involvement

- a. All stakeholders are encouraged to participate in the Group as shareholders, especially Residents of the Group.

11. Eligibility

- a. The following persons are not eligible for admission as shareholders;
 - i. A person under the age of 18.
 - ii. A person who at any time has been expelled as a member or shareholder, unless authorised by special resolution at a General Meeting of the Organisation.
 - iii. A current employee or former employee within a year of leaving the Group.
 - iv. A person with outstanding debts (e.g. Arrears) owing to the Group.
 - v. A person who is disqualified as being a Director for whatever reason.
 - vi. A person who has been removed from a Group Board.
 - vii. A person in dispute with the Group.
- b. In the case of an application from an unincorporated body, the application must give the name and address of the person nominated as the representative of the unincorporated body.
- c. A shareholding member may only hold one share in each organisation within the group.

12. Application Process

- a. All applications to become Members/Shareholders must be;
 - i. made to the Company Secretary at the Registered Office of the Organisation,
 - ii. in writing using the application form attached as appendix 1.
- b. The Company Secretary will acknowledge applications within 10 working days of receipt.
- c. Each application will be considered by the Organisation's Board of Management at the next business meeting. Applications received less than two weeks before a meeting may be deferred to the following meeting.
- d. In considering the application, the Organisation's Board of Management will have regard to;
 - i. the skills, qualities, relationship with the Group and experience the applicant will bring to the Organisation.
 - ii. potential unacceptable conflicts of interest either due to personal relationship or employment or business relationships / interests e.g. membership or officer of another Registered Social Landlord outside of the Group, or a close relative of a current staff Member or Board Member etc.
 - iii. empathy with social housing and the aims of the Group.

- iv. compliance with this policy.
- e. The Organisation's Board of Management has power of absolute discretion in determining whether to accept or reject an application.
- f. All applicants will be informed by the Company Secretary of the outcome of their application within 10 working days of its consideration. In instances where the application is refused, the reasons for the refusal will be given. The applicant may submit a new application for shareholding membership after a period of twelve months from the date of refusal has lapsed.
- g. An application may be deferred until a later meeting, in order to clarify any issues arising from the applicant's application.
- h. If approved, the name of the applicant and the other necessary particulars will be entered in the Register of Members by the Company Secretary. One certificate of membership and a copy of the Organisation's Rules or Memorandum and Articles of Association, as appropriate, will be issued to the applicant. A non refundable fee of £1 is payable for Clwyd Alyn and Tŷ Glas certificates.

13. Roles and Responsibilities

- a. Responsibilities of Shareholders
 - i. To be bound at all times by the Rules / Articles (As applicable) of the relevant Organisation
 - ii. To act as guardians for the objects for the benefit of the community
 - iii. To always act in the best interest of the Organisation.
 - iv. To act as ambassadors for the Group and promote the Group positively.
- b. Termination of Membership
 - i. Membership may be terminated by the Organisation's Board of Management in their absolute discretion, when considered appropriate.
 - ii. The shareholding member will be notified in writing by the Company Secretary.
 - iii. Circumstances leading to termination include (but are not limited to) the following;
 - 1. a breach of this policy
 - 2. failure to attend two consecutive general meetings and not tender apologies,
 - 3. bringing the Group into disrepute,
 - 4. the conditions in the Rules and/or Articles of Association (as applicable) of the Organisation when a shareholding member shall cease to be a shareholding member have been met.
 - 5. Death of the Shareholder
- c. Rules about Shareholding
 - i. Shareholders cannot hold more than one share
 - ii. Shares cannot be held jointly
 - iii. Shares cannot be transferred
 - iv. Each share carries one vote

- v. Members agree to abide by the Rules / Articles
 - vi. Always act in the interests of the organisation and for the benefit of the community
- d. Shareholder are entitled to;
 - i. Attend the Organisation's Annual General Meeting.
 - ii. Receive the Organisations Annual Accounts.
 - iii. Elect / re-elect Board Members.
 - iv. Stand for election to the Organisation's Board of Management,
 - v. Appoint the Auditors.
 - vi. Receive Organisation's Annual Activities report,
 - vii. Receive the Organisation's newsletters.
 - viii. Vote on any change to the Rules or Articles.
- e. Being a not for profit Group, Shareholders do not receive any distribution of profit and do not receive any financial benefit.

14. Performance Monitoring and Reporting

- a. The Group will;
 - i. keep this policy under review
 - ii. periodically review Shareholding across the Group
 - iii. recruit new shareholders if appropriate
 - iv. Evaluate each application in the light of this policy.

15. Review

- a. The policy will be reviewed after 3 years i.e. by March 2021 and the updated policy will be circulated to the Annual General Meetings of the Group for information.

16. Appendices

- a. Appendix 1 – Application for Shareholding



PENNAF HOUSING GROUP

APPLICATION TO BE A SHAREHOLDER

For (Tick box): Pennaf ☐ Clwyd Alyn ☐ Tŷ Glas ☐

Details of Applicant:

Name:

Address:

.....

.....

Occupation:

Other Group Membership's held (Tick box);

Pennaf ☐ Clwyd Alyn ☐ Tŷ Glas ☐ Offa ☐ Tir Tai ☐

Any other RSL (specify)

In not more than a total of 100 words, please summarise the following information in support of your nomination:-

1. your reason for applying
2. the appropriate skills, experience and qualities you would bring
3. any other relevant information

Please use the space below for your details:-
(Clwyd Alyn Tenants, Residents and Leaseholders applying to be a shareholder of Clwyd Alyn need only state this is the case and write their account reference number)

I agree to being a Shareholder / Member (as applicable), to abide by the relevant Organisation's Rules or Articles of Association (as applicable) and adhere to the Membership requirements as set out in the Group's Shareholding Membership Policy.

Signed: Date:

Completed forms to be returned to the: Committee Administration Team, Pennaf Housing Group, 72 Ffordd William Morgan, St Asaph Business Park, St Asaph LL17 0JD.