

Proposed rule changes for Goulden House

ELECTION OF COMMITTEE MEMBERS

33. (a) At the first annual general meeting of the Co-operative all the Committee Members for the time being shall retire from office and at every subsequent annual general meeting one-third or the nearest number thereto of Committee Members shall retire from office **except if 10 or fewer Members are serving on the Committee at the time of the meeting**. The Committee Members to retire at any such subsequent Annual General Meeting shall be those who have been Members longest, but as between persons who became Committee Members on the same day those to retire shall be chose by lot. In reckoning the aforesaid one-third, any person appointed under Rule 35 (b) shall not be taken into account; **resignations during their year of office of Members elected at the preceding AGM shall be taken into account**.

Amendment 1: aims to ensure continuity of governance and prevent excessive attrition of experienced Members while ensuring that up to five new members have the opportunity to be elected at each AGM.

(b) A retiring Committee Member shall be eligible for re-election subject to Rule 35. **A Member who retires to fulfil the requirement as stated in 33 (a) shall be given precedence for re-election if there is no Member standing for election with skills or experience comparable to those of the retiring Member.**

Amendment 2: aims to ensure effective governance by retaining a Member with essential skills/experience if there is no Member standing who can fulfil that role.

34. (b) Nominations for the Committee shall be in writing, state the full name, address of the member nominated, be signed by the member making the nomination, contain a signed statement by the member nominated of his/her willingness to be elected and be left at the registered office not later than seven days before the date appointed for the General Meeting at which vacancies in the Committee are to be filled. **(c) No member may nominate more than two members for election to the Management Committee at any AGM.**

Amendment 3: aims to prevent potential bias whereby the views of one Member may dominate via multiple nominations of like-minded Members.

36. **(a)** A Committee Member may be removed from office by a resolution carried by two-thirds of the votes given thereon at a special General Meeting which may proceed to fill the vacancy **(b) by a resolution to remove the Committee Member from office passed by a majority two-thirds of Committee Members present and voting at a duly convened meeting of the Committee if in the reasonable opinion of the Committee, the Committee Member is in breach of: (i) his/her obligations as a Committee Member, the Co-operative's rules, policies or procedures, or the Co-operative's Code of Conduct, or if they are guilty of conduct detrimental to the interests of the Co-operative and the Committee Member fails to give an undertaking that they will, in future, comply with such code, remedy the breach or having given such an undertaking fails to comply with the undertaking so given; or (ii) any other reason deemed by the Committee as material or serious enough to warrant removal of the Member from the Committee. (Wording adapted from Co-operatives UK &**

Confederation of Co-operative Housing Tenant Management Housing Co-op Model Rules; Rule 59.)

Amendment (4): aims to enable the Committee, following a fair and due process, to remove a disruptive member if their continuing presence is interfering with the Committee's ability to fulfil its role.

(c) If the General Meeting or Committee Meeting votes to remove the Committee Member, such General or Committee Meeting shall also determine by majority vote of those present, dependent on the severity of the behaviour that has led to the vote being taken, the length of time, which may be permanent, for which the member shall not be eligible to stand for election to the Committee. (Wording adapted from Co-operatives UK & Confederation of Co-operative Housing Tenant Management Housing Co-op Model Rules; Rule 59.)

Amendment (5): aims to allow the Committee a respite from disruption and give the removed Member sufficient time to reconsider their behaviour.