

24 August 2020

**Watford Community Housing Trust  
(the “Association”)  
Registered Number 30183R**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given of an annual general meeting to be held electronically by video conference (visit [www.wcht.org.uk/AGM2020](http://www.wcht.org.uk/AGM2020)) at 6.15 p.m. on Monday 14 September 2020 for the transaction of the following business:

**General Business**

1. To receive a report from the Board on the year to 31 March 2020
2. To receive the audited accounts for the financial year ended 31 March 2020
3. To consider the re-appointment of the External Auditors
4. To agree to authorise the Board to fix the External Auditors’ remuneration
5. To announce the re-appointment of an Independent Board member in accordance with the rules
6. To announce the appointment of a Vice-Chair to the Board
7. To announce the re-appointment of the Council Nominated Board Member in accordance with the rules
8. To announce the re-appointment of the Gateway Membership Team in accordance with the rules
9. To receive a report from the Gateway Membership Team on the year to 31 March 2020
10. To consider a partial amendment to the rules in accordance with the following Special Resolution.

**Special Resolutions**

That in accordance with the Association’s rule G12, the rules of the Association be amended as follows:

- a. **That the Association’s current Rule C20 be deleted in its entirety and replaced with following New Rule C20:**

C20.1 All General Meetings shall be convened by at least fourteen Clear Days’ written notice posted or delivered by hand or sent by Electronic Communication to every Member at the address or Electronic Communication address given in the share register. The notice shall state whether the meeting is an annual General Meeting or special General Meeting, the time, date and place of the meeting, details of any means of participation, attendance or communication by electronic facility or facilities and the business for which it is convened.

C20.2 The Board may make whatever arrangements it considers appropriate to facilitate the attendance and participation of members at General Meetings including by means of electronic facility or facilities.

C20.3 The Board shall determine in relation to each General Meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facility or facilities

b. **That the Association's current Rule G15 be deleted in its entirety and replaced with following New Rule G15:**

G.15 In these Rules, including this rule, unless the subject matter or context is inconsistent:

G15.1 words importing the singular or plural shall include the plural and singular respectively;

G15.2 words importing gender shall include the male and female genders;

G15.3 **Amendment of Rules** shall include the making of a new rule and the rescission of a rule, and "amended" in relation to Rules shall be construed accordingly;

G15.4 the **Act** shall mean the Co-operative and Community Benefit Societies Act 2014;

G15.5 **Associate Members** shall mean a person who is appointed in accordance with Rule C7

G15.6 the **Association** shall mean the Association of which these are the registered Rules;

G15.7 **Board** shall mean the Board appointed in accordance with Part D and **Board Member** shall mean a member of the Board for the time being but shall not include a person co-opted to the Board under rule D5;

G15.8 **Chair** shall mean the person appointed as Chair in accordance with rule E1 and where applicable shall include the vice Chair;

G15.9 **Clear Days** in respect of notice for a meeting, shall mean a period calculated excluding both the day on which any notice or communication is deemed to be received under these rules and the date of the meeting;

G15.10 **Council** means Watford Borough Council or the statutory successor to that housing authority;

G15.11 **Council Board Member** means a person who is appointed by the Council pursuant to rule D12.1;

G15.12 **Demoted Tenant** means a demoted tenant as defined in Section 143A of the Housing Act 1996;

G15.13 **Derivative Transaction** means any transaction which is a forward, swap, future, option or other derivative on one or more rates, currencies, commodities, equity securities or other equity instruments, debt securities or other debt instruments, economic indices or measures of economic risk or value, or other benchmarks against which payments or deliveries are to be made, or any combination of these transactions;

G15.14 **Electronic Communication** shall have the meaning set out in section 148 of the Act;

G15.15 **electronic facility or facilities** shall mean any mode or manner of communication that enables a member to:

(1) participate in the business for which the meeting has been convened;

(2) to hear all persons who speak at the meeting;

(3) to be heard by all other persons attending and participating in the meeting; and

(4) to vote on the resolutions in a manner that enables the chair to determine whether the member is voting for or against the resolution or whether the member is abstaining.

The decision of the chair of the General Meeting as to whether the requirements of (a) – (d) inclusive are satisfied shall be definitive.

# A

- G15.16 **Gateway Committee** shall mean the committee (which for the sake of clarity may or may not use the operating name of the Gateway Committee) set up for the purpose of representing the Association's Membership to the Board from time to time;
- G15.17 **General Meeting** shall mean a General Meeting of the Association's Members called and held in accordance with rules C17-C33 and a reference to a **General Meeting** shall mean:-
- (1) a meeting convened and held in any manner permitted by these Rules, including a general meeting at which some (but not all) those entitled to be present, attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Act and these Rules, and;
  - (2) **attend, participate, attending, participating, attendance** and **participation** shall be construed accordingly.
- G15.18 **Group Member** means the Association, each subsidiary of the Association, anybody corporate of which the Association is a subsidiary and any subsidiary of such body corporate and for this purpose "subsidiary" has the meaning within the Act and/or the Housing and Regeneration Act 2008 and/or the Companies Act 2006;
- G15.19 **Independent Board Member** means a Board Member who is neither a local authority person, a Tenant or a Leaseholder;
- G15.20 **Leaseholder** means an individual who occupies a residential property under a lease (which for the avoidance of doubt includes a shared ownership lease) with the Association;
- G15.21 **local authority person** means a person who is:-
- (1) a member of the Council or someone who has been within the last four years the spouse, partner or close relative of such a person; or
  - (2) an officer of the Council or the spouse, partner or close relative of such a person; or
  - (3) a person who is both an employee and either a director, manager, secretary or other similar officer of a company which is under the control of the local authority;
- G15.22 **local community area** shall mean an area as defined in the community empowerment strategy;
- G15.23 **Members** shall mean one of the persons referred to in rule C6 and means a member as defined by the Act;
- G15.24 **Members' proposal** shall mean a proposal submitted by the Gateway Committee in accordance with any policy adopted by the Association and the Gateway Committee for that purpose;
- G15.25 **notice** shall be deemed to have been received by a person:
- (1) if posted by first class post at least two business days (meaning Monday to Friday but excluding bank holidays) after being posted;
  - (2) if sent by Electronic Communication one hour after transmission provided that no transmission notification of non-delivery or error has been received by the person transmitting the communication and the transmission is to the Electronic Communication address or number last notified by that person to the Secretary;
  - (3) if delivered by hand, on delivery to the person's address last notified by that person to the Secretary;

- G15.26 **Officer** shall include the Chair and Secretary of the Association and any Board Member for the time being and such other persons as the Board may appoint under rule E8;
- G15.27 **Present in person** shall mean any person that is in attendance at, and is able to participate in, the General Meeting in accordance with the provisions of Rule C20.3.
- G15.28 **Probity Policy** shall mean the policies on probity, Board Member conduct and other matters of governance and associated standing orders adopted by the Association from time to time;
- G15.29 **Property** shall include all real and personal estate (including loan stock certificates, books and papers);
- G15.30 **Register of Members** means the register kept in accordance with rule G6.1;
- G15.31 **Registrar** means the Financial Conduct Authority or any statutory successor to or any assignee of any or all of its relevant functions from time to time;
- G15.32 **Regulator** means the Regulator of Social Housing established by paragraph 14 of the Schedule to the Legislative Reform (Regulator of Social Housing) (England) Order 2018 or any future body or authority (including any statutory successor) carrying on similar regulatory or supervisory functions;
- G15.33 **Relevant Authority** means any local authority (as defined in Section 67(3) of the Local Government and Housing Act 1989, the “1989 Act” with which the Association has a business relationship (as defined in Section 69(3) of the 1989 Act;
- G15.34 **Secretary** means the Officer appointed by the Board to be the Secretary of the Association or other person authorised by the Board to act as the Secretary’s deputy;
- G15.35 **social housing** means low cost rental accommodation and low cost home ownership accommodation as defined in sections 68 to 77 of the Housing and Regeneration Act 2008;
- G15.36 **sub-area** means a sub-area of a local area as defined in the community empowerment strategy;
- G15.37 **Special Resolution** means a resolution at a general meeting passed by a two-thirds majority of all Shareholders who vote in person or by proxy;
- G15.38 **Tenant** means a person who alone or jointly with others holds a tenancy, a lease or a licence to occupy:
- (1) the Association’s premises for residential use or the premises of any Group Member;
  - (2) residential premises managed by the Association on behalf of any other organisation or body;
- G15.39 **these Rules** shall mean the registered rules of the Association for the time being;
- G15.40 references to any provision in any Act shall include reference to such provision as from time to time amended, varied, replaced, extended or re-enacted and to any orders or regulations made under such provision.

**By Order of the Board**



**Secretary**

**14 September 2020**

**Registered Office: Gateway House, 59 Clarendon Road, Watford, Herts, WD17 1LA**