

Partial amendment of Rules of Rochdale Boroughwide Housing Limited

Register number: 31452R

Rule / Paragraph Number	Proposed Change
Rule 2, Paragraph 2.3.2 (i)	New section (i) inserted ‘to approve the Co-option Procedure’ in line with new requirement outlined in 6.2.4
Rule 2, Paragraph 2.3.2 (l to m)	Amended paragraph numbering from (i) to (m) due to insert of 2.3.2 new section (i) (as above).
Rule 6, Paragraph 6.1.2 (a)	Amended paragraph 6.1.2(a) to include “up to nine” and remove “five” and include “of whom” and remove “all appointed by the Representative Body” . Paragraph now reads “the Chair of the Board of Directors and up to nine other Non-Executive Directors of whom:”
Rule 6, Paragraph 6.1.2 (a) i	New section (i) inserted “up to three Co-opted Non-executive Directors may be appointed by the Board of Directors in consultation with members of the Representative Body as outlined in the Co-option Procedure, pursuant to a policy drawn up by the Board and agreed by the Representative Body (“the Co-option Procedure”); and
Rule 6, Paragraph 6.1.2 (a) ii	New section (ii) inserted “the remainder are to be appointed by the Representative Body”
Rule 6, Paragraph 6.1.3	Amended paragraph 6.1.3 to include “Co-opted Non-Executive Directors and the” and “together” . Paragraph now reads “the Non-executive Directors may decide to increase the number of Executive Directors on the Board of Directors, provided that the Co-opted Non-Executive Directors and the Executive Directors together always remain a minority” .
Rule 6, Paragraph 6.2.1	Amended paragraph 6.2.1 to include “save for any Co-opted Non-executive Directors” . Paragraph now reads “The Representative Body appoints the Chair of the Board of Directors and the other Non-executive Directors, save for any Co-opted Non-executive Directors.”
Rule 6, Paragraph 6.2.4	New section 6.2.4 inserted “The Board, in consultation with Members of the Representative Body as outlined in the Co-option Procedure, appoints any Co-opted Non-executive Directors.”
Rule 6, Paragraph 6.2.6	Amended paragraph 6.2.6 to include “(save for any Co-opted Non-executive Directors as outlined in the Co-option Procedure)” . Paragraph now reads “Non-executive Directors (save for any Co-opted Non-executive Directors as outlined in the Co-option Procedure) are to be appointed by the Representative Body using the following procedure:”
Rule 6, Paragraph 6.2.5 to 6.2.10	Amended paragraph numbering from 6.2.5 to 6.2.10 due to insert of 6.2.4 new section (as above).
Rule 6, Paragraph 6.3.2	Amended paragraph 6.3.2 to include “including Co-opted Non-executive Directors” . Paragraph now reads “The Representative Body may remove the Chair of the Board of Directors or other Non-executive Directors including Co-opted Non-Executive Directors in accordance with these Rules;” .

Rule / Paragraph Number	Proposed Change
Rule 6, Paragraph 6.3.3	Amended paragraph 6.3.3 to include “ including Co-opted Non-executive Directors ”. Paragraph now reads “ <i>The removal of the Chair of the Board of Directors or another Non-executive Director, including Co-opted Non-executive Directors shall be in accordance with the following procedures:</i> ”.
Rule 6, Paragraph 6.4.2	Amended paragraph to include “ save for Co-opted Non-executive Directors) ” and Rules “6.4.3” amended to “6.4.4” and “6.4.4” amended to “6.4.5” so paragraph now reads “ <i>Non-executive Directors (save for Co-opted Non-executive Directors) shall, subject to Rules 6.4.4 and 6.4.5, be appointed for a fixed term of office expiring at the conclusion of the third annual general meeting after their appointment becomes effective</i> ”.
Rule 6, Paragraph 6.4.3	Inserted new section 6.4.3 “ Co-opted Non-executive Directors shall be appointed for a fixed term of office expiring twelve months after appointment. This period may be extended by further periods of twelve months by the Board up to a maximum of two such terms, subject to the approval of the Representative Body. Co-opted Non-executive Directors who cease to hold office may be re-appointed as Non-executive Directors by the Representative Body under these Rules. ”
Rule 6, Paragraph 6.4.4 and 6.4.4(a) (previously 6.4.3 and 6.4.3 (a))	Removal of paragraph – previously 6.4.3 and 6.4.3(a) due to insert of new 6.4.3 as above, now 6.4.4 and 6.4.4(a) “ <i>At the date of adoption of these Rules, the following terms of office shall apply: (a) the second term of office for Alison Tumilty, Guy Millichamp and Paul Joyce shall be deemed to end on such date as the Representative Body may decide.</i> ” This was included as a COVID provision in 2020 and extended the terms of three Non-Executive Directors by a period of one year. Remove paragraph 6.4.4 and 6.4.4(a) as no longer relevant given those Board Members have either already retired, or are planning to retire/resign by the AMM in September 2023.
Rule 6, Paragraphs 6.4.5 to 6.4.7	Amended paragraph numbering due to removal of paragraph 6.4.4 (as above).
Rule 6, Paragraph 6.4.5	Amended paragraph to include “ or Co-opted Non-executive Directors who are proposed for appointment as Non-executive Directors ”. Paragraph now reads “ <i>Non-executive Directors who have served for three years or Co-opted Non-executive Directors who are proposed for appointment as Non-executive Directors may be re-appointed by the Representative Body following a recommendation made by the Chair of the Board of Directors (or, in the case of the re-appointment of the Chair of Directors, by a panel convened for the purpose) for a further term of office in accordance with these rules subject to the Representative Body being satisfied as to:</i> ”
Rule 6, Paragraph 6.4.5 (b)	Removed “ Non-executive ” . Paragraph now reads “ <i>the performance and skills of the Director concerned</i> ”

Rule / Paragraph Number	Proposed Change
Rule 6, Paragraph 6.4.6	Amended paragraph to include “ <i>(including any period of service as a Co-opted Non-executive Director)</i> ”. Paragraph now reads “A Non-executive Director who has served six years in office <i>(including any period of service as a Co-opted Non-executive Director)</i> may not be re-appointed for a period of at least three years following their ceasing to hold office”
Rule 6, Paragraph 6.5.1 (i)	New section (i) inserted “ <i>they have reached the end of their term of office under these Rules and have not been re-appointed; or</i> ”
Rule 6, Paragraph 6.5.1 (j)	Amended paragraph numbering from 6.5.1 (i) to 6.5.1 (j) due to insert of 6.5.1 (i) new section (as above).
Rule 6, Paragraph 6.7.1	Amended paragraph to include “ <i>(including Co-opted Non-executive Directors)</i> .” Paragraph now reads “The Representative Body shall decide on the remuneration (if any) and policy for the reimbursement of expenditure of Non-executive Directors <i>(including Co-opted Non-executive Directors)</i> .”

Appendix / Paragraph Number	Proposed Change
Appendix Item 6, Co-opted Non-executive Directors (Document Page 35)	New as referred to at 6.1.2
Appendix Item 6, Co-option procedure (Document Page 35)	New as referred to at 6.1.2

Signatures of Members	Full Names of Members in BLOCK CAPITALS (no initials)
Signature of Secretary	Full Name of Secretary in BLOCK CAPITALS (no initials)
	STEPHEN WIGLEY