

Policy Name	Membership Policy
Version No.	3.0
Approval Date	November 2022
Category *	Corporate
Classification	Public

Membership Policy	
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Version Control

Version	Date	Description	Updated By	Approved By
2.0	09/04/2019	First draft	Governance and Risk Officer	
2.0	17/06/2019	Approved	Company Secretary	Board of Trustees
3.0	November 2022	Policy updated and amended to revised template	Compliance and Risk Manager	Board of Trustees



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1. Policy Purpose

The ExtraCare Charitable Trust ('ExtraCare' or the 'Trust') is a registered Company Limited by Guarantee and a registered Charity. Our constitution requires us to have Members. Members can control changes to the constitution and make other fundamental decisions relating to the Charity such as the composition of the Board of Directors, winding up of the Charity, and the appointment of auditors. Membership of the Trust enhances Board transparency and accountability. Members can make a useful contribution to the running of the Trust, adding value via diversity of opinion.

The purpose of this policy is to:

- Provide clarity about who our Members are; and
- Clarify Member rights and their role within the Charity.

2. Objectives

This policy outlines our governance arrangements relating to Members by:

- Explaining what the Membership role entails including the responsibilities of the role;
- Providing an understanding of the role of Trustee Members versus other Members; and
- Documenting eligibility and the process for admission and termination of Membership.

3. Scope of Policy

Members consist of:

- Current and past (qualifying) Trustees;
- The Chair and Deputy Chair of the Resident Forum (by virtue of office); and
- Others admitted to Membership in accordance with the Articles of Association (the Articles).

The Articles set out the basic terms and conditions of membership including eligibility, appointment, termination and voting rights.

This policy applies to all Members.

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Members have rights and obligations by virtue of their Membership. Their rights and obligations derive from the Articles and general company law.

4. Responsibilities

Members	<p>Responsible for:</p> <ul style="list-style-type: none"> • Acting in the best interests of the Trust, supporting the vision, mission and values of the Trust; • Providing a general advocacy/ambassadorial role to promote the work of the Trust; • Using their voting rights in the best interests of the Trust; • Attending general meetings including the Annual General Meeting (AGM); • Abiding by decisions that are taken fairly and within the rules of the Trust; • Endorsing the accounts, annual report and auditor's report for the financial year following approval by the Trust Board; • Considering and approving the appointment of Trustees to the Board following approval by the Trust Board; • Considering and approving the appointment of the auditors following approval by the Trust Board; • Considering and approving constitutional changes including changes to the Articles of Association; • Approving minutes of previous Annual General Meetings; • Transacting any other business specified in the notice convening the Annual General Meeting; and • Guaranteeing to pay a fixed sum of £1 in the event that the Trust is wound up.
Trustee Members	<p>Trustee Members are also responsible for:</p> <ul style="list-style-type: none"> • Ensuring that Membership is inclusive and has the diversity to represent beneficiaries' needs and the Trust that it serves; • Ensuring there are sufficient governance structures in place to manage the Membership relationship in the best interests of the Trust; • Acting in accordance with the provisions of the Articles of Association

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Executive Leadership Team & Governance Team	Responsible for: <ul style="list-style-type: none"> Supporting the Board and its Members through the provision of robust governance procedures; and Retaining an accurate and up to date Membership list.
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5. Monitoring and Review

Our Board of Trustees will review this policy every three years or whenever there is a relevant change e.g. to our Articles of Association, Code of Governance, or regulatory requirements.

6. Risk Management

Our Board of Trustees has identified that a breach of legislative or regulatory requirement is a risk for which they have minimalist appetite. Risks arising from inadequate governance arrangements or breaching Charity or Company law present a risk to ExtraCare.

Our governance arrangements ensure that we comply with our Articles of Association, the requirements of our regulators (Charity Commission and Regulator of Social Housing) and our adopted Code of Governance. Having appropriate governance structures in place including clarity of Member responsibilities reduces this risk.

7. Statement of Commitment

Our Board of Trustees is responsible for the governance of the Trust and is accountable to a number of stakeholders including but not limited to its Members, beneficiaries, funders and regulators. By setting out the responsibilities of Membership the Trust commits to ensuring that its Trustees and Members act in the best interests of the Trust and its beneficiaries.

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8. Other Arrangements

8.1 Definitions

AGM	An Annual General Meeting, open to all members.
Articles of Association	A document that specifies the regulations for a company's operations and defines the company's purpose.
Board of Trustees	The governing body of The ExtraCare Charitable Trust. Its Trustees have the ultimate responsibility for the direction and strategic leadership of the Trust.
The Companies Act	The Companies Act 2006.
Member	An individual with the ability to affect the governance of the Trust by voting at the Trust's Annual General Meeting and who meets the criteria for becoming a member set out in the Articles of Association.
Resident	A person who occupies a residential property owned, rented or managed by the Charity as his / her only or principal home.
Trustee Member	A Director of The ExtraCare Charitable Trust (a charitable company) who is a member of the Trust being a registered Company Limited by Guarantee.

8.2 Admission to Membership

The Board has agreed that:

- The **maximum number of Members** of the Charity at any one time is **limited to 35**;
- **Twelve of these 35** memberships are **reserved for Trustee Members** who automatically become Members on appointment; and
- **Two of the remaining 23** memberships are **reserved for the Chair and Deputy Chair of the resident forum**.

The Chair and Chief Executive may recommend to the Board that other individuals are appointed as Members of the Charity subject to eligibility and to the limit on Membership numbers as stated above. The Board shall have due regard to the Trust's Equality, Diversity and Inclusion Strategy and Equality and Diversity Policy when considering such recommendations.

Members must:

- Commit to acting in the best interests of the Trust and its beneficiaries;



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- Demonstrate active commitment and engagement with the Trust’s vision, mission and values; and
- Demonstrate their eligibility in accordance with 8.3 below.

8.3 Eligibility for Membership

Trustees

Trustees are automatically admitted to membership of the Trust on appointment to the Board as a Director or Interim Director and for the duration of their term of office.

Trustees who complete two consecutive fixed three-year terms of office may remain a Member following the end of their term as a Trustee, subject to the limit on Membership numbers as stated in Section 8.2, unless the Board resolve that the Trustee should cease to be a Member.

Chair and Deputy Chair of the Resident Forum

The Chair and Deputy Chair of the Resident Forum are eligible for the duration of their term in office providing they accept their position as Members.

Exclusions

The following are excluded from Membership:

- A resident may not be a Member unless they are the Chair or Deputy Chair of the Resident Forum or are a Trustee member;
- Employees of the Charity;
- Persons under the age of 16 years old;
- Trustees who have ceased to be a Director by resigning from the Board and have not completed two three-year fixed terms of office (in accordance with the Articles), unless the Board agrees otherwise; and
- Trustees who have been removed as a Director in accordance with the Articles, unless the Board agrees otherwise.

8.4 Termination of Membership

A person admitted to Membership of the Trust will cease to be a Member:

- On giving written notice of resignation to the Company Secretary, either with effect from any date specified in the notice or the date of receipt of the notice if no other date is specified; or

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- If the Board resolves to terminate the membership of a Member for a reasonable cause, subject to giving the Member concerned a reasonable opportunity to explain why he / she should not be removed; or
- If they become an employee of the Charity; or
- If they become a resident of the Charity and are not the Chair or Deputy Chair of the residents forum unless the Board resolves that he/she should remain a Member; or
- If they do not participate in, nor deliver written apologies in advance, to two consecutive General meetings the Charity and the Board resolves to terminate their membership of the Charity; or
- If they cease to be a Trustee, except where:
 - They have served at least two continuous three-year fixed terms of office as a Trustee; in which case they shall remain a Member unless the Board resolves that they should cease to be a Member when they cease to be a Trustee*; or
 - The Board resolves that he / she should remain a Member*.

**subject to the maximum number of Members as per Section 8.2.*

9. Other Relevant ExtraCare Policies & Documents

General	<ul style="list-style-type: none"> • Board Terms of Reference • Equality Diversity and Inclusion Strategy • Equality and Diversity Policy • Volunteering Policy • Whistleblowing Policy • Data Protection Policy • Records Management Policy
Records	<ul style="list-style-type: none"> • Membership Register • Membership Contact details • Membership General Meeting Attendance • Membership Proxy Votes

10. Relevant Legislative & Regulatory Requirements

Legislation	Regulation	Guidance
Companies Act 2006		



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Charities Act 2011	The ExtraCare Charitable Trust Articles of Association	Charity Commission Guidance including RS7 Membership Charities
Data Protection Act 2018		
Human Rights Act 1998		
Equality Act 2010		