



STANDING ORDERS

Adopted: 2012

Last Reviewed: August 2025

Next Review Due: August 2026

Introduction

These Standing Orders relate to the conduct of business by the Management Committee of Oak Tree Housing Association (OTHA), its sub-committees and working groups. They include remits for the sub-committees established by the Management Committee and are supported by a Scheme of Delegated Authority which is reviewed annually [Scheme of Delegated Authority](#). Unless otherwise specified, these Standing Orders shall apply equally to the conduct of business by the Management Committee, its sub-committees and working groups.

Interpretation of Standing Orders

The Rules of OTHA take precedence in the event of question over interpretation. The Chair is responsible for interpretation if rules are silent.

The Standing Orders were approved by the Management Committee on 25th August 2025 and are reviewed annually.

The Management Committee

The Management Committee (the Committee) will normally meet ten times each year, in accordance with a calendar of dates agreed at the first meeting of the Committee following the AGM. Variations to the calendar must be agreed with the Chair and notified to committee members at least fourteen days in advance of the scheduled meeting date.

Four elected members (and/or those filling a casual vacancy) of the Management Committee must be in attendance to form a quorum. For the avoidance of doubt, co-opted committee members cannot contribute to the formation of a quorum.

At its first meeting following the AGM, the Management Committee will elect a Chair, Vice-Chair and Secretary and select sub-committee membership from amongst its elected members. [Committee Role Descriptions](#)

The Chief Executive Officer (CEO) will act as principal adviser to the Management Committee and will endeavour to attend all meetings of the committee. Members of the management team may attend meetings of the Management Committee and the CEO will endeavour to ensure the attendance of such other staff/independent advisors as are required to ensure the provision of all relevant advice and information to support the committee in fulfilling its responsibilities.

Code of Conduct

No Committee Member may take office until they have agreed and signed the Association's Code of Conduct for Committee Members (Rule 37.5). The Code of Conduct applies to all Management Committee members, casual members, co-optees and staff at all meetings. It is a requirement that these are signed annually,

at the first scheduled meeting following the AGM. These standards set out in the codes represent expectations on all (everyone attending/participating in meetings). This includes advisers and observers.

OTHA's protocol for Managing an Alleged/Suspected Breach of Code of Conduct will be followed in response to any alleged breach.

Operational Delegation

The Management Committee delegates operational powers to the CEO who may take whatever action s/he considers necessary to ensure the efficient and effective management of OTHA's affairs, without further reference to the Management Committee [Scheme of Delegated Authority](#). All actions must be in accordance with OTHA's Standing Orders, Financial Regulations and Scheme of Delegation. The CEO may delegate to senior officers, in accordance with approved job descriptions.

Nothing in these Standing Orders shall operate to impede the effective implementation of OTHA's business continuity/disaster recovery arrangements.

Sub-Committees and Working Groups

The Management Committee may establish sub-committees and working groups with delegated authority and / or responsibility for specific matters. Sub-committees and working groups will be responsible for overseeing specific aspects of OTHA's business, as set out in the remit approved by the Management Committee. All remits must be formally recorded and kept under review.

Sub-committees may take decisions and authorise actions within the terms of their remit and delegated authority. The approval of the Management Committee is required only in respect of those matters that extend beyond the terms of the sub-committee's remit.

Sub-committees will normally meet four times each year, in accordance with a calendar of dates agreed by the Management Committee at the first meeting following the AGM. Sub-committee meetings will be scheduled to ensure the availability of up to date information (such as management accounts and performance information) and to enable the preparation of reports for the next meeting of the Management Committee. Variations to the schedule will be agreed with the Chair and notified to members.

Sub-committees must have not more than eight elected members of the Committee. The Management Committee will approve the membership of sub-committees at the first meeting following the AGM. The Chair of OTHA will be a member of each sub-committee ex-officio.

Three elected committee members must be in attendance to form a quorum for a sub-committee meeting to take place. Sub-committees may co-opt additional members to assist with the consideration of specific issues.

Sub-committees will elect a Chair at their first scheduled meeting following the AGM; the Chair must be an elected member of the Management Committee and cannot also be the Chair of OTHA. Office bearers cannot hold more than one office bearer position.

The CEO will appoint a member(s) of the Management Team to act as principal adviser(s) to each sub-committee. The principal adviser(s) will attend all meetings of the sub-committee and will ensure the attendance of such other staff members as required to provide the sub-committee with appropriate information and advice and aid them in their consideration of the business.

Sub-committees will provide the committee with a copy of the minutes for noting. Any item of business that has been considered by a sub-committee and which requires further consideration or approval by the Management Committee will be the subject of a specific report to the committee that is identified as a business item on the Management Committee's Agenda.

Working groups will be appointed by the Management Committee to progress specific projects or issues, in accordance with the approved remit, which will specify the anticipated duration of the group and the requirement for a quorum. Working groups will have at least three elected members and the CEO will ensure that an appropriate officer is nominated to support the group's considerations. Working groups will usually be advisory and will not normally have delegated authority to make decisions. Working group meetings will be arranged as required.

The Management Committee has established two sub-committees:

- Finance, Staffing and General Purposes
- Housing and Technical Services

Arrangements for Management Committee and Sub-Committee Meetings

Meetings will be called in accordance with the agreed annual Schedule. At least seven days' written notice of a meeting will be given (by either post or e-mail).

A special meeting of the Management Committee can only be called in accordance with OTHA's Rules.

Notice of a meeting shall be accompanied by an Agenda stating the business to be considered and all relevant papers. The principal adviser(s) is responsible for ensuring that the required notice and accompanying papers are issued in accordance with these Standing Orders and the Scheme of Delegation. Notices and

papers may be issued electronically and/or in paper form. Alternative formats will be provided to meet the requirements of committee members.

The proposed Agenda shall be e-mailed in advance between the principal adviser(s) and the Chair.

The Management Committee may agree to consider items that have not been included on the agenda provided that a written paper is available for consideration and it would not be in OTHA's interest for the matter to be deferred. Any such matter must be notified to the Chair in advance of the start of the meeting and the Chair shall decide whether or not the Committee should be asked to consider the matter.

Where a committee member has requested an item be included on the agenda but s/he is not present at the relevant meeting, consideration of the item will be deferred until the next meeting and, if the committee member is still absent, the item will be dropped, unless a majority of those present and entitled to vote agree that the matter should be considered.

It is the duty of the principal adviser(s) to ensure that the Management Committee and sub-committees are properly informed to be able to carry out their responsibilities effectively. All items of business to be considered will be supported by written reports which will contain the necessary background information and sufficient detail to enable the committee to make an informed decision. Sources of additional information will be identified, as well as the author of the report, who will be accessible to members in advance of the meeting to provide additional clarification where required.

A committee member who is unable to attend a meeting is expected to submit their apologies in advance and normally not later than 24 hours before the meeting is due to take place. In the event of apologies being received that indicate that a quorum is unlikely to be achieved, the principal adviser(s) shall contact the Chair or Delegated Officer to agree that the meeting should be re-scheduled and members will be advised accordingly.

In the event that a quorum is not achieved within fifteen minutes of the stated start time for a meeting, the meeting shall be adjourned and re-convened not less than seven days later, with the same Agenda.

The principal adviser(s) is responsible for ensuring that an accurate record of the meeting is prepared and issued to the Chair, in draft form, normally within fourteen days. Minutes should record how and when the meeting took place. For hybrid meetings, the minutes should record how each individual member participated. Late arrivals, early departures and temporary absence (e.g. to manage a conflict of interest) should be recorded, together with any subsequent return(s), at the relevant point in the minute. Minutes will be prepared in accordance with OTHA's agreed protocol. Minutes will be presented to the next meeting for approval, at which point a

copy will be signed by the Chair and held as the formal record of the meeting. Approval of minutes can only be proposed/seconded by an attendee of the relevant meeting. Consideration of the minutes of a previous meeting will not normally account for more than fifteen minutes of the committee's time – any extension must be agreed by a majority of those attending the meeting.

In the case of sub-committee minutes, these will be presented to the next meeting of the Management Committee for noting; in the event of draft minutes any subsequent amendments will be notified to a future meeting of the Management Committee.

Meetings will not normally last for more than two hours. Any extension beyond this time will require the support of two thirds of those attending the meeting. Any such extension will not be for more than a further thirty minutes. If business stated on Agenda remains unfinished a decision to carry business forward to next scheduled meeting or re-convene should be taken.

Arrangements for meetings of members – Notifications and calling for AGM & SGMs; nominations; elections; closure of Membership Register; proxies; quorum and the process for Secretary's Rule 68 report will be conducted as per the Rules of OTHA.

Format of Meetings

Constitutionally, all RSLs must hold meetings of the governing body (GB) in any way that allows members "to hear and comment on the proceedings". Therefore, the SFHA Model Rules enable governing body meetings to be held virtually, in-person and in a hybrid format. The meeting format will, where possible, facilitate members to attend remotely or in-person. Where there is an expectation that specific meetings may require to be held in-person / virtually this will be advised in advance.

Digital Governance/Attendance

Where attendance is virtual/remote members should always have their camera on throughout the meeting to ensure a quorum is maintained.

It is essential that any member who leaves a meeting before the conclusion of business informs the chair *before* their departure, to reduce the risk of the quorum being breached inadvertently.

If technical difficulties (or early departures) mean that the quorum falls during the meeting, proceedings should be paused until the issue is resolved. If the connection cannot be restored, the meeting should be adjourned.

Discussions at Management Committee and sub-committee meetings are confidential. Members are required to maintain confidentiality therefore if attending virtually/remotely the member must be satisfied that the proceedings (meeting) cannot be overheard by anyone who is not a Management Committee member of OTHA. Headphones will block the sound being transmitted from a device however it

is important to think about whether their own contribution could be overheard. Ensuring that cameras remain on throughout the meeting can contribute to provide the necessary assurance of confidentiality.

Co-optees

The Management Committee may co-opt additional members, provided such co-optees do not account for more than one third of the number of members elected by the members at an AGM. Co-opted members may serve until the next AGM or until removed by the Committee, whichever is soonest. Co-optees who are members of OTHA may stand for election at the AGM. Co-optees cannot hold office and cannot take part in electing office-bearers. Co-optees can participate fully in all other matters considered by the committee, other than issues relating to the membership of OTHA or matters which directly affect the Rules.

Motions and Amendments

All motions and amendments must be formally proposed and seconded.

No motion, after it has been made or intimated, shall be withdrawn except by leave of the seconder. In the absence of the member who has given notice of a motion, the Meeting may dispose of the same or postpone it as they think fit.

Motions or amendments which are not seconded shall not be discussed or put to the Meeting or printed in the Minutes.

After a motion has been made and seconded, any member wishing to move an amendment and any member wishing to move a further amendment may do so by stating its terms to the Meeting.

When a motion and a number of amendments are before the Meeting, the Chair shall put the last moved amendment receiving the greater number of votes against the next proceeding amendment until all are disposed of, when he/she shall put the remaining amendment against the original motion.

The Role of the Chair

It is the duty of the Chair to ensure that the committee's business is conducted efficiently. The Chair will ensure that all members have the opportunity to contribute to discussion and debate; s/he will preserve order and ensure that everyone has a fair hearing.

If the Chair is not present at a Committee meeting or not willing to act, the Vice Chair will stand in. Should the Chair and Vice-Chair not be present the Committee Members present will elect another Committee Member to be Chairperson for the Committee Meeting. If the Chair arrives at the meeting late, s/he will take over as Chair of the Committee meeting as soon as the current agenda item is concluded.

The Chair shall determine the order of speaking in all matters considered by the committee. All contributions must be directed through the Chair and members should indicate their wish to speak by raising their hand. Members are required to observe and respect the Chair's authority.

The business at meetings will normally follow the order of the agenda, but the Chair may vary the order at any time. The Chair shall decide on all matters of competency, order and relevance and shall determine any requirement for a vote.

The Chair will invite members to contribute, normally in the order in which they have observed them indicating their wish to speak.

All members must observe strict confidentiality in respect of the committee's business, in accordance with the requirements of the Code of Conduct and ensure the Standing Orders, other relevant policies and procedures affecting the governance of the Association are complied with.

In the event of disorder breaking out, the Chair may adjourn the meeting and re-schedule it: in these circumstances, their vacation of the Chair will indicate adjournment.

The Chair must not serve continuously for more than five years.

Voting

Decisions will normally be reached by agreement or consensus. In the event of a vote being required, the Chair shall have both a deliberative and casting vote. Matters which are the subject of a vote will be determined by a majority of those in attendance and voting.

A vote will normally be by show of hands (both in person or virtual) but a secret ballot may be held at the request of one third of the members present. In all cases, the principal adviser(s) will assist the Chair in determining the number of votes cast.

Dissenting Member

Any member who disagrees with a decision taken at a meeting at which they are present may request that their dissent is recorded in the Minute. For the avoidance of doubt, a member is required to uphold all decisions properly reached by the committee.

Suspension

These standing orders may be suspended in respect of any business being conducted at a meeting, provided the suspension is supported by two thirds of the members present at the meeting.

Review of Decisions

Decisions made by the committee will not normally be subject to review or amendment within six months of being reached, unless information that is significant or material to that decision becomes available within that period.

Emergency Arrangements

Where urgent decisions that have policy or other significant implications become necessary at times when it is impractical to call a meeting of the Management Committee, a written paper must be prepared with the authority of the CEO and presented to the Chair. The paper must set out the nature of the matter and its significance, together with the options available, the decisions required and their implications. The Chair (or, in his/her absence, the Vice-Chair) must consult with as many of the office bearers as possible. The approval of the Chair or Vice-Chair and at least one other office bearer should be obtained before action is taken and recorded by means of their signatures being applied to the written paper previously referred to and dated. Any such actions must be reported to the next Management Committee meeting, to which a copy of the signed report should be circulated.

Publication of Minutes

Minutes of Management Committee meetings require to be published and available for the previous 2 years as a requirement of the Scottish Information Commissioner's Model Publication Scheme.