



SHiP
Supported Housing in Partnership



SHiP Management Committee Summary of Director's Responsibilities

A: Returns to Companies House: You must provide to Companies House:

- Annual return –a statement to Companies House, using a standard Form. Fee £14
- Annual accounts
- Any change in the company's officers (MC members) or in their personal details
- Any change to the company's registered office
- Registration of charges

B: Governance: You must

- Act in good faith, in accordance with your usual skill and ability.
- Act in the interest of the company. Avoid conflict of interest and declare any that arises

C: You must obey the law: as well as the Companies Act you must comply with

- Tax law: Health and Safety Laws, Data Protection, Equalities legislation, Employment law

D: You must operate within the company's objects

E: You must act in accordance with your Standing Orders

F: Management Committee: you must

- Elect a Chair
- Meet (at least) 4 times per year (ditto sub groups)
- Agree terms of reference for sub groups;
- Produce for the members an annual update of activities undertaken in the year, including details of current Management Committee members
- Give 7 days' notice of meetings unless **all** members agree otherwise
- The MC must have at least 4 and not more than 12 members.
- The general rule is that decisions are by majority vote unless a resolution is in writing
- If a vote must be taken the quorum is 4. This can be changed by the full MC
- Meetings can be 'virtual' as long as you are all in contact with all

G: The Chair:

- The Management Committee elects and can remove a Chair.
- Will sit for a maximum term of 3 years and can be re-elected for a further 3 years
- Must be a member of the Management Committee.
- Is responsible for leading on urgent matters between meetings but must liaise if possible
- If the Chair is not present the MC can agree an alternative Chair for the meeting

H: Financial

- The cheque book and Seal will be held by the Treasurer
- All cheques must have 2 signatories. The signatory must not write out the cheque
- Expenditure up to £100 can be approved by the Treasurer alone
- Expenditure between £100 and £1000 must be agreed the Treasurer and one other MC member or by two members
- Expenditure over £1000 must be agreed by all MC members. Agreement can be by e-mail
- Contracts to be signed by 2 members of the MC or 1 member plus the Seal
- The Seal can only be used by approval of the full Management Committee
- SHiP does not intend to borrow funds but this would have to be agreed by ALL MC members



SHiP Management Committee Responsibilities under the new company structure January 2012

Directors have a responsibility to prepare and deliver documents, on behalf of the company, to Companies House as and when required by the Companies Act. This responsibility remains ultimately with the Directors even if someone else, e.g. a Company Secretary carries out the tasks on their behalf.

Late filing of accounts leads to an automatic civil penalty. Failure to file accounts or annual return is also a criminal offence. Acting improperly can lead to fines, disqualification from being a director, personal liability for the company's debts or a criminal conviction.

There are also legal responsibilities not relating to Companies House

Directors and members must comply with their own Standing Orders/Rules

A: Returns you must send to Companies House include *:

- Annual return – this is a statement to Companies House, using a standard Form. A letter is sent to your Registered Office each year just before your annual return is due
- Annual accounts
- Any change in the company's officers (MC members) or in their personal details- address/change of name etc
- Any change to the company's registered office
- Registration of charges

B: Governance: You are required to act in a way most likely to promote the success of the business and you must act in good faith in the interests of the company as a whole. You must:

- show the skill expected of a person with your knowledge and experience
- act as a reasonable person would do looking after their own business
- act at all times in the interests of the Company
- avoiding conflicts of interest
- declaring any conflicts of interest
- treat all shareholders equally
- not make personal profits at the company's expense
- not accept benefits from third parties

C: You must obey the law: as well as your obligations under the Companies Act there is other legislation you must comply with

- you must comply with employment law in all dealings with employees
- you may be responsible for the actions of company employees
- Tax law: You must ensure that the correct amount of tax, VAT and National Insurance contributions are paid and on time
- You must comply with health and safety legislation **

- Data protection
- Equalities legislation

D: You must operate within the company's objects: if you wish to do other things you may need to revise your objects. These are:

To contribute to the development of best practice in the social housing, care and support sector(s) by such means as it thinks fit including (without limitation):

- Improving the knowledge of its Members' staff and encouraging best practice in this respect;
- Organising training for its Members' staff;
- Making representations to governmental, trade and other relevant bodies on issues relating to social housing, care and support; and
- Producing guidance and publications on matters relating to social housing, care and support.
- Promote research which is relevant to the Objects and to publish the results

In the furtherance of these objects you can: acquire offices; employ staff-directly or via a third party; enter into contracts; operate a bank account; invest the company's funds; take out loans; take out insurances. All these actions/decisions must be done in accordance with your own Standing Orders.

E: You must act in accordance with your Standing Orders

The role of the Management Committee is to determine the overall strategy and values and objectives of SHiP

The Management Committee must

- Meet (at least) 4 times per year
- Elect a Chair
- The Management Committee must have at least 4 and not more than 12 members
- Agree how often the sub groups should meet:
 - The Landlords Group to meet (at least) quarterly
 - The Agency Management Group ditto
- Decide whether to set out terms of reference for the sub groups (recommended)
- Produce for the members an annual update of activities undertaken in the year, including details of the Management Committee members.
- The treasurer and any other officers must be appointed by the MC
- Any professional advisors must be appointed by the MC

Management Committee meetings:

- Management Committee meetings must have a Chair
- Members of the Management Committee are elected by the members
- Minutes must be taken and be available to the membership
- 7 days' notice in writing must be given of a MC meeting; this can be shortened if ALL members agree this
- Meetings can be conducted 'virtually' as long as all members/participants can communicate with each other (e.g. phone/teleconferencing/videoconferencing)
- As above, you can agree that 'a meeting' has taken place even if you are not all in the same place; if all members agree that it was 'a meeting'. It should be recorded in the same way as a 'meeting'

- The MC may delegate as it sees fit to a person or committee and revoke such delegation

Decisions

- The general rule is that decisions are by majority vote. However if a resolution is sent to all MC members in writing (inc by email) it will be approved if 75% approve/agree
- A quorum is 4; however this can be changed by a decision by the MC
- If decisions are to be made by taking a vote the meeting must be quorate
- Decisions on which a vote is needed cannot be made if the meeting does not consist of a quorum, other than to agree another meeting

The Chair:

- Is elected by the Management Committee
- Will sit for a maximum of 3 years, when re-elections must take place.
- Can be re-elected for one further term of 3 years
- Must be a member of the Management Committee. If they cease to be a MC member they can no longer be Chair
- Is responsible for calling meetings, setting the agenda and ensuring minutes are taken
- Is responsible for leading on urgent matters between meetings but must use every endeavour to involve other MC members in any decisions
- The Management Committee can remove a Chair
- If the Chair is not present the MC can agree an alternative Chair for the meeting
- The same rules apply for any vice chair

Financial

- The Management Committee will appoint an accountant
- All expenditure must be approved by a member of the Management Committee
- The cheque book will be held by the Treasurer
- All cheques must have 2 signatories. The signatory must not write out the cheque
- Expenditure up to £100 can be approved by the Treasurer alone
- Expenditure between £100 and £1000 must be agreed the Treasurer and one other MC member or by two members
- Expenditure over £1000 must be agreed by all MC members. Agreement can be by e-mail
- It is not intended that SHiP borrow funds but if they do this must be agreed by ALL MC members
- Contracts to be signed by 2 members of the MC or 1 member plus the Seal
- The Seal can only be used by approval of the full Management Committee
- The Seal will be held by the Treasurer

F: Winding up the Company

- In the event that the company is wound up each member agrees that they undertake to contribute to the assets of the company to a sum not exceeding £1
- If the company is wound up the assets must be distributed to a body chosen by the Members by special resolution. That body must carry on a similar business to the Company, or, if no such body can be found, is a charitable body engaged in the provision of care and support.

* For details of other information you must send to Companies House, see [company administration: the basics](#).

** For guidance on directors' responsibilities for health and safety [see the Health & Safety Executive \(HSE\) website](#)