

NOTTING HILL GENESIS GROUP SHAREHOLDER POLICY

1.0 Introduction

- 1.1 Reference to shareholders in this policy refers to Notting Hill Genesis (“NHG”), Notting Hill Home Ownership (“NHHO”) or Springboard Two Housing Association (“STHA”).
- 1.2 Reference to Boards in this policy refers to the Boards of NHG, NHHO or STHA.
- 1.3 NHG is committed to maintaining a broadly representative and diverse shareholding membership which supports its objectives, strategy and business plan.

2.0 Purpose

- 2.1 The purpose of shareholding membership will be as follows:-
 - i. to provide an active pool of people who have an interest in the success of the organisation;
 - ii. to allow people to express support for and a commitment to NHG without playing an active role;
 - iii. to enhance NHG’s accountability to the communities where it operates and as guardians of its charitable objects.

3.0 Criteria for selection

- 3.1 Applications for membership or invitations to become shareholders will be considered by the Board of NHG against the conditions below. Consent may be given if the application meets one or more of the conditions.
- 3.2 There shall be no shareholder appointments other than Board members, until two years post amalgamation to allow shareholder engagement to become established across the new organisation of NHG.
- 3.3 NHHO and STHA will only admit members of its Board as new shareholders of itself.
- 3.3 The conditions for consideration of shareholder application are:-
 - i. Does the applicant have a long term interest in the work of NHG and its the future direction?
 - ii. Does the applicant have the commitment and relevant skills or experience to make a positive contribution to NHG without becoming an active committee or Board member?
 - iii. Will the applicant improve the representation of local communities within NHG’s shareholding membership?
 - iv. Will the applicant contribute to achieving a balanced diverse mix within NHG’s shareholding membership?
 - v. Is the applicant being considered for a position on the NHG/NHHO/STHA Board?
 - vi. Is the applicant a tenant or leaseholder who has made a positive contribution to NHG through the resident involvement structure?
 - vii. Specifically for shareholders of NHHO/STHA, need to confirm that they will hold their share on behalf of NHG?

4.0 Process for becoming a shareholder

- 4.1 An application for becoming a shareholder must be made on the attached form accompanied by a cheque for £1.00 and a covering letter. In the letter the

applicant should demonstrate an interest in and commitment to the work of NHG and how they meet the criteria set out above.

- 4.2 The Boards have the absolute right to decide whether or not to accept the application without communicating reasons. Once the application is approved the person's name and address will be added to the register of shareholders and the Company Secretary will send the person a share certificate and a copy of the Rules of the organisation.

5.0 Entitlement of Shareholders

- 5.1 Shareholders of NHG, NHHO and STHA are entitled to the following:-
- i. The right to attend and vote at the Annual General Meeting or other special General Meetings of NHG/NHHO/STHA;
 - ii. Any update to the applicable rules;
 - iii. To receive the applicable annual report and accounts at the Annual General Meeting;
 - iv. To receive copies of NHG/NHHO/STHA's Annual report;
 - v. To receive copies of any NHG shareholder Newsletter;
 - vi. An opportunity to be involved and play a part in the success of the organisation.

6.0 When shareholding membership will cease

- 6.1 Shareholding will cease in any of the following circumstances:-
- i. After 5 years, unless renewed for another 5 years by the Board;
 - ii. If the conditions in Rule C14 of NHG's rules, Rule C13 of NHHO's rules and Rule C6 of STHA are met;
 - iii. Each year, with the notice of the AGM the Company Secretary shall ask all shareholders to confirm in writing within 30 calendar days their intention to remain as shareholders or to resign and to also confirm their support to the future direction of the organisation. The aim of the declaration is to avoid having dormant and uninterested members;
 - iv. Within 30 calendar days of the Company Secretary sending a letter to NHHO and STHA shareholders asking them to confirm that they hold their share on behalf of NHG, unless a suitable signed, dated response is received confirming that the share is held on behalf of NHG.

7.0 Obligations of being a shareholder

- 7.1 All shareholders agree to be bound by the obligations on them as set out in the Rules of the organisation and in this appointment letter.
- 7.2 When acting as shareholders they shall act at all times in the interests of the organisation and, for the benefit of the community, as guardians of the objects of the organisation.
- 7.3 All shareholders must inform the Company Secretary of any changes to their name or contact details in writing within 60 calendar days.

8.0 Review

- 8.1 This policy will be reviewed periodically by the Boards of each organisation or whenever an applicable law or rules of the organisation affects any of its provision.