

McArthur Court Director Code of Conduct Policy

Policy Principles

The Board on behalf of the members of MCMCL, thanks each Director for giving their time working voluntarily to assist in the management and maintenance of the site.

The Board requires all Directors to act with honesty, integrity and the highest standards of ethics. As a result, this code of conduct outlines the key expected ethical standards of all MCMCL Directors.

Recognising that no policy can list every eventuality or scenario, this policy is designed to outline the guiding intentions and principles that all Directors should follow.

All Directors must:

- 1) act within the rules set out in MCMCL Articles of Association, various legal instruments such as deeds and leases and all policies approved by MCMCL Board
- 2) act for the benefit of members and treat all members fairly and equally
- 3) consider the likely consequences of decisions and actions taken on MCMCL reputation, superior freeholders, the managing agent, contractors, suppliers, the community, the environment and ensures regulatory compliance
- 4) exercise due care, skill and attention including undertaking personal and sufficient due diligence to become familiar with the company's activities and issues arising to make informed independent decisions. This includes seeking expert opinions for specialist & technical matters where necessary (NB: advanced Board approved is required before any external commitments are authorised)
- 5) act with honesty, respect the truth and not to intentionally mislead or omit information that the Board may rely on
- 6) fully disclose to the Board any personal conflicts of interests with MCMCL activities to ensure actual or perceived personal Director gain is avoided (including possible gains to Directors external associates). In the event any actual or perceived conflict of interest exists, the Director involved will not participate in the Board discussion and vote
- 7) not seek to gain or obtain an advantage through using company assets, information, contacts or Director position and by accepting or offering gifts or bribes

Procedure for Dealing with Suspected Policy Breaches:

In the event that a Director is suspected of breaching this policy, an independent investigation including collating evidence will be conducted and a findings report will be prepared for the Board's consideration.

If the Investigation concludes a breach of this code of conduct policy has occurred, the remaining Directors on the Board may decide to hold a confidence vote against the Director(s) concerned.

Notwithstanding any statutory provisions, if the Board obtains a "no confidence vote", the Director concerned will be expected to resign with immediate effect.

If the Director refuses to resign, the Board may decide to hold an Extraordinary General Meeting, present the findings report and ask members to vote whether they wish to remove the Director concerned.

Review of Policy

This policy will be reviewed annually and after any significant event to ensure the policy remains relevant.

McArthur Court – Appointing a Director

Qualifying Criteria

The Articles of Association allows up to 11 Directors to be appointed to MCMCL Board. If fewer than 11 Directors currently exist, to become a Director, the following criteria must be met before the Board will consider an individual. Nominations must:

- i) Be a member of the company
- ii) Be 18 years old or over
- iii) Not disqualified from being a company director
- iv) Not bankrupt
- v) Not have an unspent criminal record (excluding motor offences)
- vi) Have the capacity to devote sufficient personal time voluntarily to attend director meetings and half yearly Board and other meetings and complete actions agreed by the director and the board

Process to Consider & Approve a Nomination

To ensure a fair and unbiased process for the appointment of Directors, the Board has approved the following standard process for both new candidates recommended to the Board during the year and existing Directors re-elected by members at the AGM :

- 1) All new nominations and re-elected existing Directors will be assessed by the Company Secretary (currently the Managing Agent) to ensure they meet the qualifying criteria for becoming a MCMCL Director
- 2) The Board will discuss and provisionally approve all new nominations where the director is to be appointed by the board. The Chairperson will notify the provisional approval to the Company Secretary
- 3) The Company Secretary will request all new provisionally approved nominations and directors elected by members to supply the following within 14 days:
 - a) Completion of the consent form to act as a director
 - b) Provision of requested identification evidence
 - c) Sign the Directors Code of Conduct and Treasury Policies
- 4) In the event, the correct full information is not supplied within 30 days, the following will take place:
 - i) The member will not become a Director and will not attend any Director or Board Meetings until all required information has been supplied
- 5) For members who have completed the required steps to become a director, the Company Secretary will register them as a director at Companies House and the Chairperson will invite them to attend board and director meetings

McArthur Court – Ceasing to be a director

An existing Director may cease to be a director for a number of reasons including:

- 1) Retirement or resignation
- 2) Members who retired in accordance with the Articles of Association
- 3) A director who is elected but does not provide consent or supply all required information within 30 days
- 4) A director becomes absent from director or board meetings for 6 months without good reason.
- 5) Death
- 6) They are no longer a member of the company as they no longer own a property at McArthur Court

Signed:

Print:

Date: