



Minutes of a Special General Meeting held on 30 March 2015

at Henrietta Barnett School Hall at 7.45pm

The meeting had been convened by Notice instructed by the Council and posted with the membership renewal letters, setting out three proposed constitutional amendments with covering explanations. Further prints of these were on chairs. The Chairman stated that the purpose of this Special General Meeting was to consider two amendments plus a correction, and would be followed by the AGM.

He reminded the meeting that the proposed Resolutions were set out in the leaflets and would require a two-thirds majority of those present and voting.

A quorum of 50 members was present. Green voting cards had been issued at the entrance, one per household in accordance with the constitution.

1. Email Notices

The Chairman explained that where members have chosen to register their email address with the RA, it is proposed that Notice of the AGM may be given to them by email. At present a postal mailing is combined with the renewal mailing. This may continue in subsequent years, if the Council considers it appropriate, but at the September Council meeting it was decided that it would be prudent to include power to use email where the member has chosen to register it.

David White proposed and Robert Hurst seconded the Resolution:

Resolution: To add to the end of paragraph 7(b) of the Constitution:
“Despatch may be by email where a Member of the household has registered an email address with the Association.”

This was passed Nem Con.

2. Correction

The Notice had explained that the existing paragraph regarding a special general meeting adopts the administrative provisions of the AGM, but has one incorrect cross-reference, to a paragraph (g) that does not exist, which the following amendment would correct.

Helen Leiser proposed and Lynda Cook seconded the Resolution:

Resolution: "That in paragraph 8(c) of the Constitution, the letter (g) shall be replaced by (f)".

This was passed Nem Con

3. Council Expulsion Clause

3.1 The Chairman referred to the Notice which had explained that unlike most companies and charities, there is no provision in the Constitution for expelling a Council member, and had mentioned the safeguards that were contained in the proposal. Unlike the two previous points, this one was controversial and needed full discussion. However, before going further, he had been alerted in advance by Frances Prentice that she had a point of order to raise.

3.2 Frances Prentice considered that the correct procedure was not being followed. She considered that the proposal should be scrutinised by Counsel and the proposed amendment should be withdrawn and resubmitted. The RA Council was asking the meeting to approve a significant change to the constitution.

The Heath and Hampstead Society had adopted a much more straightforward change to their constitution, but nevertheless sought counsel's advice, and were warned "only to use it in extremis and then to take proper legal advice before applying it".

She submitted that it was the duty of the RA Council that any change of this seriousness and complexity must similarly be scrutinised by counsel before it was presented to the RA for consideration, and that if this had not already been done, the amendment should be withdrawn and re-presented once such professional guidance was to hand.

The Chairman thanked her for alerting him in advance to these points. He commented that a point of order is about a breach of procedure or rules, and he was pleased to say that the RA had not been in breach of either. However, Frances was right that a new clause such as this does need proper consideration. Before the clause came to the Council, it had been considered by the Executive Committee (EC) after the November Council meeting and in light too of subsequent public emails. The EC had started from the fact that the Charity Commission, in their standard for a company limited by guarantee – and while we were neither a charity nor a company it was a helpful example – had an even tougher provision, as mentioned in the Notice, and as incorporated in the Library's constitution which he displayed as it had adopted the standard at the suggestion of the Charity Commission. Before even discussing it in EC he had sought informal advice from a QC whether the principle of introducing a provision was proper for a members' association. It was indeed, if that is what the members in meeting wished to do. However, it must be clear whether the trigger for an actual expulsion could be a past act of behaviour or only a future event. Either was lawful, he was advised, but if a past act, ie one that had occurred before this meeting, then the Resolution adopting the clause must make this clear; EC had not wanted to go that route, and this had been explained to Council in January. The

Notice of meeting had therefore made clear that only a future act of behaviour could trigger an expulsion – the past was behind us, at least for the purpose of initiating an expulsion. Regarding the text of the clause itself, four lawyers who are members of the RA had examined this, and the minutes of the November and January meetings were on the website.

He said, was that if, at some future date, an event arose which caused Council to consider an expulsion, the most careful legal consideration would be needed before taking that further. Hopefully, the existence of the clause would make it less likely that such an event would occur.

He mentioned that the clause, provides for expulsion by vote of the Council, rather than vote of the members in a large meeting such as this. He recognised that some might regard this as undemocratic, and therefore this was a key point for discussion. However, it would need nearly 30 elected members to think it right to expel, by a three quarters majority of those voting at a meeting of which six weeks' notice had been given, and this would not be something taken lightly. He mentioned two well-known charities, and no doubt there were others, which include the provision in this form, but without the safeguard of a three quarters majority, and suggested that this had two obvious reasons, firstly because it was the governing body that had to work with the individual, and secondly that it might be invidious to circulate details to several thousand members and households.

Finally he mentioned that while the standard constitution issued by the Charity Commission, and adopted by many charities including the Heath and Hampstead Society, enables a member to be expelled from the Society/Association itself (and thereby also to cease being on the governing body), in contrast the proposed clause would not enable expulsion from membership as EC had thought this was unnecessary and would be going too far, and Council had agreed.

3.2 Brian Ingram was against this proposal and said that the RA is not a charity. He gave examples of important points that had been successfully raised in Council that might not, he suggested, have been raised without a different point of view.

David Iwi accepted the principle of the Resolution but suggested the insertion of the word 'reasonable'. The chairman responded that it was uncertain whether amendments could be accepted as the Notice to the whole membership had to state the purpose of the meeting, and this might mean the exact text, but in any event the problem with "reasonable", which had been considered, was that it invited challenge which could only be resolved by the courts.

Susan Segal-Horn thought the proposal was uncomfortable and distasteful and that there was a hidden agenda. She said that it was the wrong solution to the wrong problem and the RA should have better management skills to deal with any problems. She thought that there was a need to renew members of Council who had been there for too long.

The Chairman responded that there were four new Council members last year (of whom one was not continuing), as well as a returning member, and five new members standing this AGM. An expelled member could re-stand for Council after a year.

The Hon Secretary informed the meeting that Council had experienced problems during the year making it difficult for them to conduct their business, although it is legitimate for individuals to criticise Council from within. It is not easy to find volunteers, and we had been at risk of losing some.

Hugh Hamilton wanted to ensure that if a member has a problem with a neighbouring resident, he has some redress

Jeremy Hershkorn was in favour of the proposal. He pointed out the need to be able to vote a member off if disruptive giving examples of alcoholism or drug abuse. He had been expecting such a provision when he came on to Council the previous year and had been surprised not to find it.

John Sells said that the measure is not retrospective and it is protected by a notice period. Every organisation needs to be able to expel members and every one has such a clause, and in this case it was from Council.

Philip Prentice said that he was not against the Motion but was against the words 'in their opinion'. The Chairman understood this view; the words had been chosen to avoid challenge that might drag the matter to the courts, and the safeguard was that the decision would be made by almost 30 elected residents who could be expected to be fair. A controversial decision could be expected to be reported in the local press, and the clause provided for the individual to have an advocate if wished.

3.3 The Chairman asked the Meeting to vote on the following Resolution which had been proposed in the notice of meeting:

Resolution: That a new Clause 5(k) shall be inserted into the Constitution (re-lettering the existing (k) and (l) as (l) and (m)), as follows:

“(k) An officer or an ordinary member of Council shall cease to be such if the Council so resolves by a three quarters (75%) majority of those present and voting on the grounds that in their opinion the member has brought the Association into disrepute, or that in their opinion it is in the best interests of the Association that the office is vacated or membership of Council is terminated.

Such a resolution may only be passed if:

- (i) the officer or member has been given at least forty two days' (six weeks') notice in writing of the meeting of the Council at which the resolution will be proposed and the reason why it is to be proposed; and

- (ii) the officer or member or, at his or her option, a representative (who need not be a member of the Association) has been allowed, if he or she so wishes, to make representations, of reasonable length, to the meeting.

If such a resolution is passed, and the person affected is a member of the Executive Committee or any standing committee or working group of the Association, or a representative of the Association on another body, the person shall by virtue of the resolution cease to be on such committee or group or be such representative.

No person who ceases to be an officer or ordinary member of Council by virtue of such a resolution shall be eligible to be elected to any office of the Association or to Council, or to be appointed to fill a vacancy in either, or co-opted to a standing committee, until one year has elapsed from the date of the resolution.”

This was carried by the required two thirds majority. The Chairman and Secretary respectively counted 51 and 49 votes in favour; both counted 14 against and 5 abstentions.

The meeting was declared over at just before 8.30pm. [The Minutes of the subsequent AGM are recorded separately]