



1986-2016: Celebrating 30 years working in the community

Barrhead Housing Association Limited

**Special General Meeting
Minute of the meeting held on
Tuesday 25 August 2020 at 5.30 p.m.
Conducted by Zoom Video Conferencing**

Present:

T Buchanan, Councillor	J Gribbon
D Yates	T Reilly
A Oliver	B Welsh
J Strang	D Greig
D McCready, Chairperson	J Piatkowska
B Connelly, MBE	M Mukhtar
J Cairns	

In Attendance:

S Robison, Chief Executive
H Sutherland, Director of Corporate Services and BHA Secretary
I MacLean, Corporate Services Manager
J Chittleburgh, Senior Partner, Chiene + Tait, external auditors

1.	<p>H Sutherland welcomed everyone to the SGM and introduced the main speakers for the evening and order of progress. Attendance had been checked against the Zoom waiting room and members acceptance of the invitation prior to the meeting.</p> <p>Apologies – received from members – S McLeish, E Graham, W Graham, E Hendry, B Richardson, D Richardson, A Devine, R Connelly, L Carr, J McShane, A Smith, J Ralston, M Ralston, S Sweeney, D Sweeney, R Begley, M Carter, J Liddell, J Liddell, N McCluskey, D McKinney, J Hamilton, C Boyd, R McGuire, E Cairns</p>
2.	<p>Chairman’s Comments on Proposed Rule Change</p> <p>On behalf of the Chair, the Chief Executive took members through the main changes from the current Rules. A number of changes are small changes to tidy up Rules and to comply with current updated legislation. The main Rules changes are: Rules:</p> <ul style="list-style-type: none"> - 20 – allows for virtual AGM’s

- 27.1 Chair no longer holds proxy votes
- 27.3 Number of proxies reduced from 10 to 5
- 27.6 Removal of postal voting
- 37.8 If Board member under investigation, leave of absence required
- 40.3 Governing Board can reject a nomination where they believe it is not in the best interests of the organisation (subject to further guidance in membership policy – likely to be exceptional)
- 59.5 Office bearers need to be elected after each AGM
- 37.1 Option to appoint on a fixed term basis for up to 3 places on Board (potential increase in number from 12 to 15)
- 42.3 Removal of rule restricting partners joining governing board

D Yates asked for clarification on the proposed change to 40.3. In response, some further information was given by S Robison, including potential conflict of interest and where there is clear evidence of relevant circumstances to evidence joining is not in interest of Association. She confirmed that a procedure would need to be put in place. Clarification and clear guidance would be provided, in an updated Membership Policy. In response to a further query, it was noted that the Governing Board would have ultimate responsibility to decide on any potential Conflict of Interest and therefore whether the nomination was to be refused before the AGM.

3. Consideration of Special Resolution

Members of the Association were asked to consider the resolution that “The Association adopts the rules in the form attached to the SGM notice in substitution for the existing rules, subject to any non-material amendments that might be required by the Financial Conduct Authority”

The results of the poll vote undertaken were 13 members in favour of the resolution and 0 members against the resolution. The show of hands poll outcome was confirmed by J Chittleburgh. Given that this complied with a three-quarters majority, the SGM approved the resolution to adopt the new Model Rules 2020.

The Secretary confirmed the closure of the SGM at 5.55pm