

Report to: Virtual Management Committee 20th August 2020

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Subject: Virtual General Meetings

Introduction

This year for the first time in RSL history and in the most unique of circumstances, the Association will hold a virtual Annual General Meeting via Zoom software.

If Committee decide to promote a complete Rule Change, a Special General Meeting is required. This can be held immediately following the AGM.

The purpose of this report is to provide information to the governing body on the proposed process for arranging the meeting(s), and their content.

The contents of this report have been informed by TC Young Solicitors and SFHA Guidance.

Section 1: AGM Purpose and Content

In accordance with the Association's Rules, an AGM is required to:

- Present the Chair's Report
- Present the Annual Accounts
- Appoint or re-appoint the Auditors
- Elect the Management Committee

Chair's Report

The Chair's Report can be presented on the night.

Annual Accounts

The auditor will be in attendance to present the accounts. This year paper copies of the accounts will be sent to members in advance of the meeting.

Re-appointment of auditors

The agenda will include a resolution from the Management Committee to re-appoint Scott-Moncrieff. This can be addressed on the night.

Election of Management Committee

Nomination forms for the Management Committee will be sent out with the notice.

- Only members can stand for election
- A member cannot nominate themselves
- Nominees must confirm their agreement to nomination
- Completed nomination forms must be posted or hand delivered
- Closing date for nominations is seven days before the meeting

Notice of Meeting

The Secretary must give at least 14 days' notice of the meeting to members.

This year, in accordance with SFHA advice we will be requiring members to confirm their intention to attend so that we can issue an invite to the Zoom meeting.

We are therefore aiming to post out notices by 28th August.

Zoom invites will be issued on 16th September.

Proxies

Proxy holders count towards a quorum

(There must be at least 10% of the membership present which this year means 12)

Members unable to attend can appoint a proxy to attend on their behalf and vote if required.

A proxy does not need to be a member.

SFHA guidance recommends listing the names of committee and staff members as potential proxies. The Chair is excluded from holding a proxy.

The prescribed proxy form must be used and posted or hand delivered to the office.

Closing date for receipt of proxies is five days before the meeting.

Attendance Form

Members will be asked to complete and return attendance forms with the following options:

- Confirming intention to attend and provision of email address
- Appointment of proxy to attend on member's behalf
- Apology for inability to attend

It is a requirement of our current Rules and the proposed model that members who do not attend five consecutive AGMs with no apology are removed from the register.

This Rule has not been strictly enforced in the past, but in the interests of full compliance we will be monitoring attendances in future for this purpose.

AGM PACK

The AGM pack to be sent to all members will therefore comprise:

- Notice of meeting
- Minutes of 2019 AGM
- Agenda
- Annual Accounts for 2019-20
- Management Committee nomination form
- Proxy form
- Attendance form
- Guidance on Agenda items and offer of assistance with Zoom if required

Section 2: Special General Meeting

In accordance with the Rules, the Association must hold an SGM for any amendment to the existing Rule Model.

The procedures are similar for all general meetings, but there are a few significant requirements for special meetings;

Notice of Meeting

The purpose of the meeting must be clearly stated and no other business may be discussed.

Rule Changes

All rule changes must be agreed by 75% of members in attendance (including proxies)

Registration of Rule Changes

The Association must register rule changes as follows:

Financial Conduct Authority – as soon as practically possible as no change is valid until registered with FCA

OSCR – within three months of the change

Scottish Housing Regulator – within 28 days of the change

SGM Pack

The SGM pack sent to members will comprise:

- Notice of meeting
- Agenda
- Resolution
- Rules
- Guidance on rules and reason for change
- Proxy form
- Attendance form

Section 3: Election of Office Bearers

In previous years the Management Committee has convened a Special Management Committee meeting during the AGM interval with the sole purpose of electing office bearers.

This year, the virtual nature of the meeting does not lend itself to a break. There are two other options available to Committee.

1. A Special Management Committee meeting is convened immediately following the general meetings once other members have left the meeting
or
2. The office bearers are elected at the first scheduled meeting of the Management Committee. (Thursday 8th October)

Conclusion and Recommendations:

Members are asked to consider the contents of this report and approve the following:

- Procedures for 2020 AGM
- Promote a complete Rule Change to the 2020 SFHA Model Rules
- Procedures for SGM
- Decide on preferred option for electing 2020-21 Office Bearers
