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30 9 20

Dear Hill Dickinson,

Thank you for your letter to my solicitors. I should like to respond to your points in turn.

The Special General Meeting

“That request for an SGM, made on 21 July 2020 by 30 members has been at best pushed aside and at worst ignored by the current Chair and Secretary who have failed to convene that SGM despite the obligation to do so set out in clause 17 of the constitution. The requested SGM attempts to deal with the fact that CC is not representative as many branch delegates have been excluded from voting.”

We have not ignored the SGM. On the contrary, we understand our obligations and we want to hold the meeting. There has been a huge volume of correspondence covering the issue. We have repeatedly said that it needs to be discussed at CC to enable SHA to hold the SGM according to the Constitution. That is why it is on the agenda today. It was on the previous meeting’s agenda but we were unable to get to that item.

On the topic of the SGM, you also say:

“It is odd that therefore that there must be significant debate at central council to determine whether an SGM can in fact be held.”

The debate at CC is not about whether an SGM can be held. It is about how best to hold it so that it conforms to the Constitution. The likely limitations on meetings under Covid regulations cannot simply be dismissed or ignored. CC will be asked to find a way of having general meetings not how to stop them.

Also on the topic of the SGM, you say:

“It is suggested by the Chair that some members may not be able to attend and take part in the debate and vote. Given that almost 700 of the 1100 members of the SHA are currently unrepresented on CC, due to the fact that this SGM has not been allowed to take place, if a small minority of people are unable to attend (which would be the case if the meeting were held in person anyway) then this is a small price to pay.”

Representation at Central Council and at an AGM are based on very different premises. They are not equivalent. Central Council does not represent all members. For instance, there is one branch that has neither national members nor branch delegates. There are members who live in areas without a branch at all. Only CC members can vote at CC meetings.

An SGM (or AGM) is very different. All members must be given the opportunity to personally participate and vote. About 70 of our members do not have email or internet, so we need to take all necessary steps to facilitate their involvement . The Covid situation makes that very difficult. CC needs to decide the best way of holding the SGM to conform to the Constitution.

Postponing the CC will only delay the SGM. In order to expedite the SGM, an appropriate subcommittee is being proposed to find the best method of holding the SGM and report that process to CC.

The Treasurer

"Of more concern is the fact that the Chair and Secretary appear to have unilaterally revoked the Treasurer's membership of the SHA and are looking to appoint a new treasurer in Ms Leonard's place."

We have not revoked the Treasurer's membership of the SHA. She has accomplished that herself by repeatedly failing to conform to the Constitution. She has repeatedly refused to place the other two officers on the bank mandate. She has been given many opportunities to conform to the requirements of the Constitution and has refused. She disqualifies herself.

"Whilst there is apparently an ongoing enquiry into the financial irregularities, these do not we believe involve the current Treasurer"

Ms Leonard is not the Treasurer. There is no ongoing enquiry although CC may agree to one which will cover transactions up to the present day.

"We cannot see that the Complaints, Discipline and Grievance procedure agreed by CC has been followed at all in this instance."

The Complaints procedure is not appropriate for this situation. The Treasurer has breached the Constitution. This is not an issue of bringing the Association into disrepute.

"There does not appear to be any paper work relating to this other than one paragraph in the Chair's report stating that the Treasurer has blocked the bank account to force agreement to hold an SGM."

There has been a lot of explanation provided to Central Council about the reasons, the rationale and the process by which the Treasurer breached the Constitution and thus ceased to be a member of SHA.

"Even if, which Ms Leonard denies, there has been gross misconduct, which includes bringing the association into disrepute, that does not result in a summary revocation of her membership. It is accepted that the constitution allows CC to terminate membership however it must act within its powers, and follow the agreed procedures contained in the grievance and complaints procedure."

There is no issue of gross misconduct. The Constitution does not require CC to make a decision on this matter. It says: "Any member who fails to conform to the Constitution of the Association shall cease to be a member of the Association." There is no mention of any other procedure. We have offered many opportunities for the Treasurer to conform to the Constitution, and she has refused. She also refused mediation on 20th August 2020.

In view of the contents of this letter, we see no basis on which tonight's meeting should be postponed. We would, however, be willing to exclude motion 8 from the agenda.

Yours,



Brian Fisher

Jean Hardiman-Smith

Under advice from Gerald Shamash of Edwards Duthie Shamash