

### **REPORT ON HOLDING SGM & AGM**

The Group had been asked through its Terms of Reference (as below) to provide advice to Central Council in relation to the calling of an SGM and AGM - under S16 and S17 of the Constitution.

The Group was pleased to note that there is now had access to the membership details which is an essential prerequisite for holding the SGM and AGM.

1. The legal advice provided to the SHA was available to the Group. The Group agreed that it was the responsibility of Central Council to put arrangements for the SGM / AGM in place including to oversee checks on the membership status of those calling for or attending any meeting and to ensure compliance with constitutional requirements.
2. The Group agreed that any Motion before a the SGM / AGM could be amended subject to the same general principles of constitutional compliance . It would be for the Chair / Acting Chair (see Para 21) to rule on these matters. Amendments can be submitted in advance or as part of the meeting.
3. The Central Council can also submit amendments.
4. The proposed SGM Motion has a preamble and four possible action points. In line with Citrine (ABC of Chairmanship: Para 47) the Group advised that the CC might wish to recommend that the action recommendations be taken as four separate motions. Each motion would be subject to debate and amendment.
5. It may be that events have overtaken elements of the resolution(s) and it might expedite the business of the SGM to note that.
6. No amendments will be in order if they have the effect of altering our constitution, standing orders or financial instructions.
7. If CC takes the view that a proposed SGM Motion is invalid then those moving the Motion should be given the opportunity to resubmit a revised version. CC should indicate what is invalid in the initial motion. When an appropriately revised motion is submitted the Special General Meeting should be arranged in a timely fashion
8. If the CC has to consider if the SGM motion is in order, that part of the CC shall be chaired by one of its members who shall be elected on the day for that purpose.
9. The Group noted Government advice that permitted non face to face meeting in place of conventional physical meetings. This guidance covered both SGMs and AGMs.
10. A meeting over Zoom (or similar) would not be contrary to our Constitution. We accepted that just as a face to face SGM could present barriers to some members, the same might apply to a video conference.
11. The Group recommend that the application to be used (Zoom or other) should be able to deal with up to 500 participants.
12. The Group agreed that a voting system must provide for secure and verified voting which would be

able to cater for the real-time problem of dealing with amendments etc in a timely way. There were a number of options including using the Zoom voting tool but it might have problems verifying the voters. In principle a stand alone voting system could run in parallel with a video conference SGM.

13. As the SGM might involve a number of amendments, postal voting is not a realistic option.
14. There would be similar potential problems with proxy voting with the additional problem of vote verification.
15. In the event of members partaking by telephone, arrangements should be in place to record their votes.
16. It was noted that there is a common, but not mandatory, practice that AGMs follow a very predictable pattern with voting on non-amendable motions. In these circumstances postal and proxy voting might be possible.
17. Voting should take place in real-time as the meeting progressed.
18. The Group recommend that Central Council, should make appropriate arrangements with suitable oversight even if some small expenditure was involved in running the SGM / AGM
19. We understand that the overwhelmingly majority of members are contacted by e-mail and should be able to take part by video conference. This should be the routine means of providing notice of the SGM and AGMs.  
Other members should be contacted by mail and their attention should be drawn to the option of partaking on-line or by telephone.  
They should be asked if there are any additional steps that could be taken to allow them to partake in the SGM.
20. Our constitution should be amended in due course to make the option of using these arrangements explicit.
21. The Group recognised that voting prior to an AGM for SHA Officers and for the 20 directly elected Central Council members was already conducted using a combination of electronic and postal voting and so the principles have been established.
22. The Group recommend that notwithstanding S18, any Motion before the SGM which refers directly or indirectly to the SHA Chair then that part of the Meeting should be chaired by the SHA Treasurer.
23. The Group noted that there are no Standing Orders for general meetings. It is recommended that so far as possible any general meeting should follow the principles set out in the Standing Orders for Central Council – especially in sections I to L with appropriate practical modifications for the SGM.
24. The Central Council should have continuity arrangements in place in the event of the Chair and / or Secretary standing down in addition to its right to fill casual officer vacancies as stated in S18-h
25. The Group recommend that once Central Council has put arrangements in place to ensure a the satisfactory holding of the SGM, it should be take place as soon as is practical in line with the the constitution of the Association and the above recommendations.

## **TERMS OF REFERENCE**

- The practicalities of arranging general meetings during the pandemic – AGMs and SGM
  - Covid guidance
  - SHA Constitutional requirements
  - What kind of meeting - Hybrid? Full virtual?
- How CC considers the wording of motions to determine if appropriate and if a rule change
- Voting reliability
  - The voting process at the meeting
  - That we have the means to have an up to date membership list and contact details

In respect of the SHA constitutional requirements for the SGM, you will recall that there were concerns expressed by the lawyers about the nature of the SGM motion. I enclose a summary of those concerns which have been circulated before. The group will need to address these as well as the practicalities of meeting.

## **THE CONVENING SGM MOTION**

SHA members note with considerable concern that:

Our national Treasurer has been reporting serious financial irregularities.

The decision of the national Chair and Secretary to overrule the elections at our 2020 AGM without consultation with the Treasurer, Vice Chairs or Central Council members. This has resulted in the disenfranchisement of almost all branches and raises very basic issues of governance.

In this light we call for:

1. Full financial controls to be placed in the hands of our National Treasurer as required by our constitution.
2. Reversing the arbitrary decision of the Chair and Secretary to remove many members of the Central Council without seeking broader agreement. This decision is a violation of our constitution and a serious breakdown of collective working. This would restore the Central Council members in place since the last Annual General Meeting and reaffirm the rights of our branch members.
3. A vote of no confidence in the Secretary and call for her immediate resignation with election for a replacement organised and overseen by the VCs elected at the AGM;
4. A vote of no confidence in the Chair and call for his immediate resignation with election for a replacement organised and overseen by the VCs elected at the AGM;