

Leomansley Area Residents Association

Minutes of Annual General Meeting 16 January 2010

Venue: Martin Heath Hall, Christchurch Lane

Present: LARA Executive Committee Members – Jeff Fry (Chair), Mike Wall (Treasurer), John Thompson, Graham Edwards (Secretary), Rick Hill

Members – Ann Morrison (AM), Howard Lawrence (HL), Paul Ledbury (PL), Ian Jackson (IJ), Mike Gallagher (MG), Carol Marks-Barber (CMB), Patrick Martin (PM), Anne Hill (AH), Simon Lake (SL) Jan Verman (JV), Amanda Cox (AC), Alan Edwards (AE), John Cox (JC)

1. **Welcome** – JF welcomed everyone to the meeting and explained the background
2. **Apologies** – Derek Love, James and Carole Whitaker, Chrissy Winter, Jim Bostock, Roger Hartley, Ian Whitby-Smith

Point of Order raised by HL – it is now more than 12 months since the Executive was appointed and therefore the Executive does not exist. As such the motion on the Agenda is not really an Executive proposal. Point made that following this argument to its natural conclusion means that there should be no AGM as there wasn't an Executive to call it and the membership did not call for a meeting. As a compromise it was proposed that JF act as Chair until new officers appointed. This was seconded and agreed

3. **Minutes of AGM 22 November 2008**

- 3.1 Proposed by IJ that they be accepted Seconded by PM

Agreed by majority that the minutes be accepted as a true and accurate record

4. **Chairman's Annual Report**

- 4.1 Proposed by GE and seconded by MW that the report be accepted

- 4.2 **Agreed by majority that the Annual Report be adopted**

5. **Finance Report**

- 5.1 MW outlined that as at 1st July 2009 the Association had £135.07 cash in the bank and £35.00 cash in hand. The accounts have been independently reviewed by IJ who considered them to be a fair and reasonable representation of the Associations financial position

- 5.2 IJ asked if an application has been made to the Council for grant aid. MW confirmed that it had

- 5.3 Question raised re membership charge. Debate deferred to later in the Agenda

- 5.4 Proposed that the accounts be agreed

- 5.5 **Agreed by majority that the Accounts be accepted**

6. **Election of Officers**

- 6.1 GE confirmed that the following nominations had been received

Jeff Fry, John Thompson, Mike Wall, Rick Hill, Simon Lake

- 6.2 JF asked if there were any additional nominations from the floor. GE was proposed by IJ and seconded by JT
- 6.3 **Agreed by majority that all the nominations be accepted and it was agreed that JF continue chairing the meeting**

7. Motions

- 7.1 JF suggested that the two motions on the Agenda be considered together. This was agreed and HL accepted that although he did not consider the Executive proposal to be an Executive proposal that the two motions be considered. (There was a question of membership of one of the persons present and that person became a member on the spot and was permitted to vote.)
- 7.2 Howard outlined the background and purpose of his proposed amendments which is essentially to create a more cohesive community and to try and prevent situations arising where divisive decisions are made.
- 7.3 The amendments were then considered section by section noting that a 2/3 majority of members present and eligible to vote would be required for an amendment to be carried
- 7.4 **Change of Chairman to Chair** – no objections were raised to this proposal
- 7.5 **Agreed unanimously.**

Subsequent amendments elicited more debate and IJ agreed to count votes

- 7.5.1 **HL's suggested amendment to Section 2 - Replace the whole of Section 2 Objects with:**

"2. Aims and Objectives

2.1 The Association exists to protect, improve and enhance the environment and amenities of Leomansley and surrounding areas.

2.2 The Aims and Objectives of the Association are:

- To canvas, represent and promote the views and interests of all residents in the area covered by the Association on issues such as planning, health, transport and the environment, including developing positive relationships with local businesses, the police and the Council.
- To encourage recreational and social activities for all residents in the Area.
- To uphold equal opportunities and anti-discriminatory practice and to work for and foster good community relations between all residents.
- To create a closer community with a focus on local issues and promoting community spirit.

2.3 To fulfil these Objects, the Association is empowered to:

- employ staff and/or engage professional representation,
- raise funds and receive donations,
- deposit and invest such funds not in immediate use,
- rent, lease or purchase property,
- purchase or lease equipment,
- represent residents in the Area on key issues affecting the community determined by resolution at a General or Open meeting of the Association."

A slight amendment to HL's proposed change was agreed

Vote on the changes to Section 2 of the Constitution

4 For and 13 Against – the proposed change to Section 2 was therefore NOT accepted

7.5.2 **HL's proposed change to Section 6.1**

In Section 6.1

After: "plus up to seven ordinary members"

Add: "and a Youth representative"

Vote on the proposed changes to Section 6.1

7 For and 7 Against – the proposed change was therefore NOT accepted

7.5.3 **Executive's proposed changes to 8.1**

8.1 The executive Committee shall call an Annual General Meeting of the Association in November (commencing November 2005) of each year **and no longer than 15 months shall elapse between such meetings** (bold text indicates the proposed change)

An amendment to delete November was proposed by AE and seconded by IJ. This amendment to the proposed change was accepted by simple majority (10 For and 1 Against)

Vote on the proposed change to Section 8.1

6 For and 6 Against – the proposed change was therefore NOT accepted

7.5.4 **Executive's proposed changes to Section 9**

Change Auditor – the accounts will be audited annually to

Independent examination of the accounts

The accounts will be examined independently each year

Following debate it was agreed by simple majority to add the words 'by someone who is not an Executive Member of the Association'. The proposed amendment was therefore changed to

The accounts will be examined independently each year by someone who is not an Executive Member of the Association

Vote on the proposed change to Section 9

16 For and 0 Against – the proposed change was therefore accepted

7.5.5 **HL's proposed changes to Section 10.1**

In Section 10.1:

Replace: "No resolution of an Open Meeting shall be binding on the Executive Committee."

With: "The Executive Committee shall have regard to decisions taken at General and Open Meetings. No commitment shall be made or agreement entered into, except in connection with the normal administration of the Association, by any Officer of the Executive Committee on behalf of LARA without prior consultation with all registered members."

HL explained that the amendment would help better connect the Executive with the membership

After some debate it was proposed by IJ and seconded by AE that the amendment be changed to read

The Executive Committee shall have regard to decisions taken at General and Open Meeting but no resolution of an Open or General Meeting shall be binding on the Executive Committee

The proposed amendment to the change was accepted (13 For and 3 Against)

Vote on the proposed change (as amended) to Section 10.1

14 For and 0 Against – the proposed change (as amended) was therefore accepted

7.5.6 HL’s proposed changes to Section 10.2

In Section 10.2:

Replace: “Ten members shall form a quorum at a general Meeting.”

With: “Fifteen members or 10% of the number of registered LARA members, whichever is the lower number, shall form a quorum at a General Meeting”

Vote on the proposed changes

12 For and 2 Against – the proposed change was therefore accepted

7.5.7 Proposed changes to Section 10.3

HL’s proposed changes

In Section 10.3:

After: “Twenty one days notice shall be given”

Replace: “to all members of any General Meeting”

With: “in writing or by email (by prior agreement) to all registered members of LARA. Additionally, publicity relating to the subjects to be covered at LARA meetings shall be distributed, as appropriate, within 14 days of the meeting, to residents of the Leomansley Area who are eligible to become members of LARA.”

Executive proposed change

10.3 Twenty one days notice shall be given to all members of any General Meeting. Committee and Open Meetings shall require seven days notice. Notice of meetings shall include an Agenda of items to be discussed. No action may be taken on any matter not included in the Notice of the meeting. Notice of Meeting shall include one or more of the following methods – electronic communication (e.g. e-mail), posting on the LARA website, notice in one local paper, letter or leaflet. Every endeavour shall be made to notify all members but failure to notify some members shall not make any meeting unconstitutional.

After some debate a compromise amendment was suggested by IJ and seconded by AM as follows

Twenty one days notice shall be given to all members of any General Meeting. and Open Meeting. Executive meetings shall require 7 days notice to the Executive. Notice of meetings shall include an Agenda of items to be discussed. No action may be taken on any matter not included in the Notice of any General meeting. Notice of Meeting shall include one or more of the following methods – electronic communication (e.g. e-mail), letter or leaflet. Every endeavour shall be made to notify all members but failure to notify some members shall not make any meeting unconstitutional. Additionally, publicity relating to the subjects to be covered at LARA General and Open Meetings may be distributed, as appropriate, to residents of the Leomansley Area who are eligible to become members of LARA

Vote on the proposed change (as amended)

16 For and 0 Against – the proposed change (as amended) was therefore accepted

7.5.8 **HL’s proposed change to Section 10.4**

In Section 10.4:

After “All matters voted on by members shall require a simple majority of members present, except matters relating to the Constitution”

Replace: “(see clause 12).” **With:** “(see clause 13).”

then Add: “The Agenda for all General meetings of LARA shall include an item ‘Declarations of Interest’. The Chair shall remain impartial throughout debates associated with any resolutions but may vacate the chair temporarily in favour of another LARA Officer in order to participate in such debates.”

HL outlined his reasoning and PM & JT presented alternative views

Vote on the proposed change

1 For and 12 Against – the proposed change was therefore not accepted

Executive proposed change

10.4 At all meetings of the Association or of a Committee, each member shall be entitled to one vote. All matters voted on by members shall require a simple majority of members present, except matters relating to the Constitution (**see clause 13**). The Chair shall also have a casting vote **except at General Meetings**. In the absence of the Chair at any meeting, the meeting shall elect a Chair for that meeting only, who shall not have a casting vote, and if there is equality in voting, there shall remain a status quo on the matter in hand

Items in Bold represent the changes; in essence the Chair can have a casting vote except at General Meetings

Vote on the proposed change

12 For and 0 Against – the proposed change was therefore accepted

7.5.9 **Executive proposed change to Section 10.6**

10.6 A vote may be cast by proxy at any meeting, but such proxy shall be in writing **to the Secretary**, specific to the resolution, and signed by the member

Items in Bold represent the change – in essence the use of proxy voting has to be in writing to the Secretary

Vote on proposed change

17 For and 0 Against – the proposed change was therefore accepted

7.5.10 **Executive proposed change to Section 11.1**

11.1 General Meetings may be called at any time by resolution of the Executive Committee or upon the requisition of at least fifteen members of the Association, in writing to the Chair, or in his absence, any other officer, with their signatures. **Any such request must set out clearly the reasons for requesting a meeting and any motion(s) to be proposed.**

Items in Bold represent the change

Agreed to change his to their or his/her so the amendment as proposed reads

General Meetings may be called at any time by resolution of the Executive Committee or upon the requisition of at least fifteen members of the Association, in writing to the Chair, or in his/her absence, any other officer, with their signatures. Any such request must set out clearly the reasons for requesting a meeting and any motion(s) to be proposed.

After some further debate it was suggested that the Executive proposed amendment 11.2 be withdrawn and that 11.1 be further amended to read as follows

General Meetings may be called at any time by resolution of the Executive Committee or upon the requisition of at least fifteen members of the Association, in writing to the Chair, or in his/her absence, any other officer, with their signatures. Any such request must set out clearly the reasons for requesting a meeting and any motion(s) to be proposed. The Chair should, within seven days of receipt of such a request, convene a General Meeting, which should be held within 35 days from receipt of the request and at the expense of the convening members who may be reimbursed by the subsequent meeting if so ratified

Vote on proposed change

17 For and 0 Against – the proposed change was therefore accepted

7.5.11 HL's proposed change to Section 12

In Section 12. Finance:

Add: "12.3. The Executive shall review annually and make a recommendation to the LARA Annual General Meeting as to whether or not a nominal subscription should be charged to registered LARA members."

Vote on proposed change

16 For and 0 Against – the proposed change was therefore accepted

7.5.12 Executive proposed change to Section 13

13 Constitution

Changes in the Constitution shall only be made at a General Meeting, and such resolutions **must** be included in the **21-day prior** Notice of that meeting, and shall require a 2/3rds majority of members present and eligible to vote at that meeting

Items in Bold indicate the changes

Vote on proposed change

15 For and 0 Against – the proposed change was therefore accepted

7.5.13 HL's proposed changes to Section 14

HL withdrew his proposed changes

7.6 Summary of Agreed Changes

The following sections of the Constitution will be changed and will read as follows

General - Chairman is changed to Chair

Section 9 Independent examination of the accounts

The accounts will be examined independently each year by someone who is not an Executive Member of the Association

Section 10 Meetings

Section 10.1 Open Meetings shall be open to all members of the Association and other interested parties. The Executive Committee shall have regard to decisions taken at General and Open Meeting but no resolution of an Open or General Meeting shall be binding on the Executive Committee

Section 10.2 One third of the Executive Committee members shall form a quorum at a committee meeting, which must include two officers. Fifteen members or 10% of the number of registered LARA members, whichever is the lower number, shall form a quorum at a General Meeting. No business may be transacted at any meeting where numbers fall below the required quorum except matters relating to the recruitment of members.

Section 10.3 Twenty one days notice shall be given to all members of any General Meeting. and Open Meeting. Executive meetings shall require 7 days notice to the Executive. Notice of meetings shall include an Agenda of items to be discussed. No action may be taken on any matter not included in the Notice of any General meeting. Notice of Meeting shall include one or more of the following methods – electronic communication (e.g. e-mail), letter or leaflet. Every endeavour shall be made to notify all members but failure to notify some members shall not make any meeting unconstitutional. Additionally, publicity relating to the subjects to be covered at LARA General and Open Meetings may be distributed, as appropriate, to residents of the Leomansley Area who are eligible to become members of LARA

10.4 At all meetings of the Association or of a Committee, each member shall be entitled to one vote. All matters voted on by members shall require a simple majority of members present, except matters relating to the Constitution (see clause 13). The Chair shall also have a casting vote except at General Meetings. In the absence of the Chair at any meeting, the meeting shall elect a Chair for that meeting only, who shall not have a casting vote, and if there is equality in voting, there shall remain a status quo on the matter in hand

10.6 A vote may be cast by proxy at any meeting, but such proxy shall be in writing to the Secretary, specific to the resolution, and signed by the member

Section 11 General Meeting

11.1 General Meetings may be called at any time by resolution of the Executive Committee or upon the requisition of at least fifteen members of the Association, in writing to the Chair, or in his/her absence, any other officer, with their signatures. Any such request must set out clearly the reasons for requesting a meeting and any motion(s) to be proposed. The Chair should, within seven days of receipt of such a request, convene a General Meeting, which should be held within 35 days from receipt of the request and at the expense of the convening members who may be reimbursed by the subsequent meeting if so ratified

Section 12 Finance

12.3. The Executive shall review annually and make a recommendation to the LARA Annual General Meeting as to whether or not a nominal subscription should be charged to registered LARA members

Section 13 Constitution

Changes in the Constitution shall only be made at a General Meeting, and such resolutions must be included in the 21-day prior Notice of that meeting, and shall require a 2/3rds majority of members present and eligible to vote at that meeting

8 Declarations of Interest

During the debates it was agreed that the issue of handling Declarations of Interest must be considered by the Executive Committee to ensure that procedures remained transparent and any conflicts of interest handled properly. JF also requested that the Exec look into a better way of consulting with residents specifically by electronic means – ie. for example web polls or forms on a webpage/email that enable voting.

9 Close of Meeting

- 9.5 JF closed the meeting and thanked everyone for attending
- 9.6 JF pointed out that the association does not presently charge a membership fee but that voluntary donations would be appreciated. JF also encouraged residents to fill out a “Public Speeding Complaint Form” on the request of a resident on Walsall Road complaining of incessant speeding on the road. Also, information on upcoming meetings regarding the Local Development Framework (and specifically potential development of the fields in front of Waitrose – WRZ) were posted on the presentation slide, one given by the Civic Society on 21st January and another by Councillors being given on Saturday 23rd January. Contact LARA for more info.
- 9.7 A sum of £12.40 was collected