

## **Electoral Reform Society**

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Minutes of the **2016 Annual General Meeting** of the Electoral Reform Society held on Saturday 03 December 2016 at Coin Street Neighbourhood Centre, 108 Stamford Street, London, SE1 9NH

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### **1. Apologies for absence**

- 1.1 Apologies for absence were received from a number of members.

### **2. Minutes of the 2015 AGM and receiving and adopting the Financial Statements for the year to 31 Dec 2015**

- 2.1 The Chair asked members to accept these minutes as an accurate record. The minutes were AGREED nem con.
- 2.2 The Treasurer asked members to adopt the Financial Statements. These were AGREED nem con.

### **3. Appointment of Auditors**

- 3.1 The Chair put it to members that BHP Chartered Accountants be reappointed as the Society's auditors for 2016-17. This was AGREED nem con.

### **4. Debate on Special Resolution**

The meeting proceeded to debate the following special resolution:

#### **4.1 Special Resolution: To amend to Articles 25 and 26 of the Society's Articles of Association:**

Article 25 ("Number of Council Members") shall be reworded to read:

#### **"25. Number of Council Members**

- 25.1 There shall be at least three and no more than fifteen Council Members.
- 25.2 In the normal course of business, Council Members shall comprise up to 12 Elected Council Members elected by the members in accordance with Article 26.1 and no more than 3 additional, Co-opted Council Members appointed by the Council in accordance with Article 26.2."

and Article 26 (Appointment and retirement of Council Members) shall be reworded to read:

#### **"26. Appointment and retirement of Council Members**

##### **Appointment of Council Members**

- 26.1 Any person who is willing to act as a Council Member, and who would not be disqualified from acting under the provisions of Article 27, may

be elected to be a Council Member by a ballot of the members, conducted in accordance with the Byelaws, with the result of such ballot being announced at a general meeting.

- 26.2 Subject to Article 25.2, the Council may resolve, by a two-thirds majority of those present and voting at the meeting of Council Members, to appoint such persons to act as Co-opted Council Members as it sees fit, in particular in order to achieve a balanced set of skills and experience on the Council, in the interests of the Society provided that such persons are willing to act and would not be disqualified from acting under the provisions of Article 27.

### **Casual vacancies**

- 26.3 In the event of a casual vacancy on the Council that is created by an Elected Council Member more than four months before the next election, the vacancy will be filled as soon as possible by recounting the original papers from the previous ballot of the members, in accordance with the Byelaws. Any of the original candidates who are at the time of the recount ineligible or unwilling to serve, shall be excluded before the commencement of the recount, but no continuing candidate elected during the original count or any previous recount shall be excluded.

- 26.4 A new Council will be elected by conducting a ballot of the members in accordance with the Byelaws if:

26.4.1 there is a casual vacancy less than four months before the next election which means that the total number of Council Members falls below the minimum number required by Article 25; or

26.4.2 following the recount of the original papers in accordance with Article 26.3, the total number of Council Members falls below the minimum number required by Article 25.

### **Automatic retirement**

- 26.5 At the end of each annual general meeting held in an odd numbered year, Elected Council Members who have been appointed in accordance with Article 26.1 must retire from office but may (subject to the provisions of this Article 26) be reappointed by the members.

26.6 Co-opted Council Members shall retire from office on the second anniversary of the date of their appointment and become eligible for reappointment, in accordance with Article 26.2, if the Council Members see fit.

26.7 Subject to Article 26.9, Elected Council Members shall in any case retire after no more than three consecutive terms of office and shall not be eligible for a further period of office as Council Members until at least a period of one term (usually two years) has passed since their retirement except in the case described in Article 26.9.

26.8 For the purposes of Article 26.7, the Council Member is treated as having served a term of office if they have served from the end of the

annual general meeting at the start of the term (for any period up to and including the full length of the term).

- 26.9 Any term of office served prior to the annual general meeting in 2017 shall be discounted for the purposes of Article 26.7.
- 26.10 Co-opted Council Members shall in any case retire after no more than six years of continuous office and shall not be eligible for a further period of office as Council Members until at least a period of two years has passed since their retirement except in the case described in Article 26.9.

#### **Deemed reappointment**

- 26.11 If the number of persons willing to act as Council Members in accordance with Article 26.1 is fewer than the minimum permitted by Article 25 (Number of Council Members), the retiring Council Members will be deemed to have been reappointed.

#### **Minimum age**

- 26.12 No person may be appointed as a Council Member unless he or she has reached the age of 16 years.

#### **General**

- 26.13 A Council Member may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Council Members.

#### **Elections Panel**

- 26.14 The members may, in accordance with the Byelaws, elect three of their number to be the Elections Panel.
- 26.15 In the event that there are not three members who are willing to be Elections Panel Members, the Council Members may appoint any individuals to the vacancies in the Elections Panel.
- 26.16 The Elections Panel Members shall hold office for a term of four years and may be re-elected.
- 26.17 The decision of the Elections Panel on any matter directly related to the election of Council Members shall be final.”

Proposed by The ERS Council

Following a debate with members speaking in favour and against the resolution, a poll was taken.

There were 37 votes FOR and 17 votes AGAINST (with 0 blank votes, 03 abstentions and 0 spoilt ballots). This gave 68.5% in favour of the motion; short of the 75% threshold required for it to be passed.

The Special Resolution was therefore **NOT PASSED**.

**5. AOB**

- 5.1 There was a note of thanks from the floor for everyone who contributed today. Thanks were also formally expressed to staff. Special thanks were given to Amy Dodd for chairing, and also for her four years' service as Chair, as she will be standing down from this role at the close of the meeting.

**The AGM was closed at 17.00**

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