

Electoral Reform Society

Minutes of the **General Meeting** of the Electoral Reform Society held on Wednesday 10th July 2019, 18.30 at CAM Borough in London.

Members present:

Danny Abrahams	Lizzie Lawless	Keith Sharp
Doug Cowan	Michela Palese	Ian Simpson
Amy Dodd	Luke Pinson	Alan Sturrock
Abby Emery	Andrea Marcelli	Stuart Thomas
Tash Fodil	Rick Martin	Andrew Walsh
Sean Finch	David Mathieson	Jon Walsh
Darren Hughes	Jon Narcross	Kate West
Ruth Kelly	Bruce Nixon	Alexander Zur-Clark

Apologies for absence:

Apologies were received from:

Tim Baynes, Keith Best, Richard Billington, Simon Campbell-Jones, Andrew Cases, John Chadwick, Victor Chamberlain, Philip Cole, Graham Cooper, Andrew Copson, Justina Cruickshank, Jon Davies, Chris Finlayson, Michael Grillo, Barry Hitchcox, Wera Hobhouse, Sara Hyde, Wendy Jacques-Berg, Ruth Klassen Green, Virginia Morck, Madeline Peasgood, John Pindar, Ken Ritchie, Joe Sousek, Neil Taylor

The meeting proceeded to debate the following Special Resolutions:

1. **Special Resolution 1 (Entrenchment safeguarding ERS investments)**

IT IS RESOLVED THAT a new Article 8 (“The ERS Fund”) and a new Byelaw Chapter 4 (“ERS Fund”) as set out below shall be inserted into the Electoral Reform Society’s Articles of Association and Byelaws:

8. *The ERS Fund*

8.1 *The Council Members must ensure that the ERS Fund (as defined in Byelaw 4) is invested and managed as set out in Byelaw 4.*

8.2 *Byelaw 4 and this Article 8 may only be altered by:*

8.2.1 *a resolution passed by all those eligible members present (in person or by proxy) and voting at a meeting of the Society; or*

8.2.2 *a written resolution passed by all the members of the Society who are eligible to vote on the resolution; or*

8.2.3 *by order of the High Court on the application of the Council Members, which application shall not be made without:*

(a) the approval of at least 90% of the Council Members; and

(b) the approval of the members by special resolution.

Chapter 4: ERS Fund

4.1 Definitions

In this Byelaw:

4.1.1 *"ERS Fund" means the fund of £39,000,000 held by the Society on the date of adoption of this Byelaw;*

4.1.2 *"Index" means the Retail Prices Index*

4.1.3 *"Investment Return" means the return from investments which represent the assets comprising the ERS Fund and includes:*

(a) *any interest receivable; plus*

(b) *any net rent and other income or gains derived from the assets; plus*

(c) *any dividends; plus*

(d) *all forms of capital gain resulting on, or from, the disposal, redemption, or revaluation of investment assets (including the issue or repayment of share or loan capital); less*

(e) *any capital losses resulting on or from the disposal, redemption, or revaluation of investment assets;*

4.1.4 *"Relevant Percentage" is the percentage equivalent to the rise in inflation as calculated by reference to the most recently published version of the Index from the date of the month end immediately after the date on which this Byelaw was adopted to the date the Limit Value is calculated from time to time;*

4.1.5 *"Limit Value" is the £39,000,000 multiplied by (100% + the Relevant Percentage);*

4.2 *Subject to the provisions of this Byelaw, income or capital gains and income or capital losses comprised in the Investment Return shall be applied to the capital of the ERS Fund unless the total value of the ERS Fund is equal to or above the Limit Value.*

4.3 *In the event that the total value of the ERS Fund is equal to or above the Limit Value additional capital or income gains comprised in the Investment Return may be applied for the purposes of the Society.*

4.4 *When exercising their powers under this Byelaw, the Council Members shall have regard to the nature of the ERS Fund; the general duties of directors set out in the Companies Acts; the roles and responsibilities of Council Members set out in the Byelaws; and shall only exercise their powers in such a way as the Council Members, acting in good faith, reasonably believe will not prejudice the ability of the Society to further its purposes now and in the future.*

- 4.5 *Before using their powers in relation to the ERS Fund, the Council Members must (unless the exception in Byelaw 4.6 below applies) obtain and consider proper advice about the way in which the power ought to be used, having regard to the duty expressed in Byelaw 4.4 above.*
- 4.6 *The exception in this Byelaw 4.6 is that the Council Members need not obtain such advice if they reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so.*
- 4.7 *Proper advice is the advice of a person who is reasonably believed by the Council Members to be qualified to give it by his or her ability in and practical experience of investment.*
- 4.8 *The Council Members shall report to the members annually on the value of the ERS Fund, and any allocation of investment return for application for the purposes of the Society above.*
- 4.9 *Nothing in this Byelaw creates any trust over or in respect of the ERS Fund, which is held beneficially as part of the corporate property of the Society.*

AND:

the subsequent provisions in the Articles shall be renumbered consequentially and cross-references throughout the Articles of Association shall be updated accordingly.

The results of the poll including proxy votes was:

For – 250
Against – 10
Abstain – 1

The special resolution was therefore **PASSED** with 95.8% support.

2. Special Resolution 2 (Reference to ERSL (1))

IT IS RESOLVED THAT Byelaw 2.1.1(c) of the Society's Byelaws be deleted and replaced with the following wording:

- (c) *The election shall be conducted by an independent organisation appointed by the Chief Executive, that specialises in conducting elections. The election shall be conducted in accordance with these rules and any supplementary instructions issued by the Returning Officer. The organisation appointed shall appoint an Elections Supervisor who will liaise with the Returning Officer.*

The results of the poll including proxy votes was:

For – 251
Against – 6
Abstain – 4

The special resolution was therefore **PASSED** with 96.2% support.

3. Special Resolution 3 (Reference to ERSL (2))

IT IS RESOLVED THAT Byelaw 2.1.6(a) of the Society's Byelaws be deleted and replaced with the following wording:

(a) The Society shall use an STV ballot paper as recommended by the Society in its current rules for Society elections. The ballot papers shall be marked with serial numbers. Other aspects of the design of the ballot paper shall be as recommended by the Elections Supervisor.

The results of the poll including proxy votes was:

For – 257
Against – 0
Abstain – 4

The special resolution was therefore **PASSED** with 98.5% support.

4. Special Resolution 4 (Attendance Schedule)

IT IS RESOLVED THAT Byelaw 2.1.9(f) of the Society's Byelaws be deleted and replaced with the following wording, which removes the final two points of the bullet point list:

(f) The following documents shall be sent to eligible members with the ballot papers:

- a set of candidates' statements;*
- a declaration of identity form;*
- a ballot envelope, overprinted to identify it as a ballot envelope;*
- a reply-paid outer envelope for the return of the ballot paper and declaration of identity;*
- a unique PIN (Personal Identification Number) to enable them to vote electronically as an alternative to the return of a postal ballot.*

The results of the poll including proxy votes was:

For – 234
Against – 17
Abstain – 10

The special resolution was therefore **PASSED** with 89.7% support.

5. Special Resolution 5 (Qualification for standing for election)

IT IS RESOLVED THAT Byelaw 2.1.4(c) of the Society's Byelaws be deleted and replaced with the following wording:

(c) Candidates for election must not be employed by the Society or have been employed by the Society at any time in the 3 years immediately prior to the close of nominations.

The results of the poll including proxy votes was:

For – 234
Against – 15
Abstain – 12

The special resolution was therefore **PASSED** with 89.7% support.

6. AOB

6.1 The Chair thanked all members in attendance for attending the meeting.

The General Meeting was closed at 19.05
