

Electoral Reform Society Limited

Minutes of the **2020 Annual General Meeting** of the Electoral Reform Society Ltd
held on Saturday 05 December online via Zoom webinar

Members present:

Lesley Abdela	Christopher Graham	Martin Peters
John Allison-Walsh	John Grantham	Carolyn Pickering
Derrick Arnott	Norman Graves	Kevin Pigott
John Baruch	David Green	Tony Price
Xander Bennett	Jim Halcrow	Ant Reid
Martin Blake	Elizabeth Harrington	Irene Ridgeon
Lucy Bloomfield	Peter Hirst	Ken Ritchie
Eileen Brabin	Nick Hodder	Pamela Ritchie
Gail Brackett	Robert Howes	Esther Robertson
Jennifer Boag	Darren Hughes	Neil Salvesen
David Brandwood	Tim Ivorson	Nick Sandford
William Britain	Wendy James	Paul Saunders
Stephen Broadhead	Stephen Johnson	Vicky Seddon
Jenni Brooks	Mark Jones	Keith Sharp
Peter Brown	Ruth Kelly	Sivagnanam Sivapalan
Colin Buchanan	Susan Kendrick	Stephen Skinner
Philip Cle	David Kneller	Kevin Smith
James Clokey	Douglas Koszerek	Mary Southcott
Kevin Chaffey	Lizzie Lawless	Willie Sullivan
Victor Chamberlain	David Ledger	Jill Swainson
Keith Chesterton	Paul Lewis	Monica Threlfall
Elizabeth Collingridge	David Lusty	Stuart Thomas
Phil Connor	Sylvia Lymbery	Anthony Tuffin
Judith Cooke	Alexander Macfie	Keith Underhill
Andrew Copson	Ian MacKinlay	Adrian Waite
Michael Corrigan	Cormac Manning	Allaine Walsh
Doug Cowan	Heather Martin	Jon Walsh
Justina Cruickshank	Rick Martin	Janet Watford
Stephen Curran	Sandy Martin	Gerald Watts
Andrew Currie	David Mathieson	Kate West
Richard Crane	Jack May	Alison Williams
Cien Crawley	Philip McGarvey	Erik Williams
Barbara Czoch	Stephen McNair	Gwyn Williams
Gareth Davies	Michael Meadowcroft	Dylan Wilson-Lewis
Kirsten De Keyser	Geoff Mills	Geoff Woodcock
Rachel Dineley	Ali-John Mirsepassi	David Wright
John Doolan	Jenny Moran	
Brian Evans	Virginia Morck	
Chris Finlayson	Phillip Morrison	
Lisa French	Miriam Moss	
Tash Fodil	Luke Murray	
Christopher Fox	John Newham	
Jessica Garland	Non Narcross	
James Gilmour	Niall Norbury	
Ron Glatter	Michela Palese	

1. Apologies and welcome from the Chair

- 1.1 The Chair, Jon Walsh welcomed members to the meeting. Apologies were received from: Paul Goldring, Sara Hyde and Kathleen Richardson.

2. Minutes of the previous AGM on 01 December 2018, AGM on 30 November 2019 and matters arising

- 2.1 The Chair asked members to accept the minutes of the 2018 AGM as an accurate record, as they had been brought to this meeting due to corrections required. These minutes were APPROVED.
- 2.2 The Chair asked members to accept the minutes of the 2019 AGM as an accurate record. A correction was made to move Ruth Kelly from the list of attendees to the list of apologies. Subject to this correction, these minutes were APPROVED.

3. Receiving and adopting the Financial Statements for the year to 31 Dec 2019

- 3.1 The Treasurer, Andrew Copson presented the 2019 Financial Statements alongside Jane Marshall, Partner at BHP Chartered Accountants, and answered members' questions. The Chair asked members to adopt the Financial Statements. The Statements were ADOPTED.
- 3.2 The Chair thanked Jane Marshall and Elliot Bancroft from Rathbone Brothers plc for joining the meeting to answer questions.

4. Appointment of Auditors

- 4.1 The Chair proposed to members that BHP Chartered Accountants be reappointed as the Society's auditors for 2020-21. This was APPROVED.

5. Special and Ordinary Resolutions

The meeting proceeded to debate the following Special and Ordinary resolutions:

5.1 Special Resolution 1: Prioritising the ERS's main purpose

This meeting resolves that, from now on and as its highest priority, the Electoral Reform Society shall work to achieve its primary object of having all elections of public bodies in the United Kingdom conducted by Proportional Representation through the Single Transferable Vote.

Proposed by Anthony Tuffin

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

There were 104 votes FOR and 155 votes AGAINST (with 13 abstentions and 0 spoilt ballots). The 75% threshold required for it to be passed was not reached.

The Special Resolution was therefore NOT PASSED.

5.3 Ordinary Resolution 1: Working for the ERS's main purpose

This meeting resolves that, from now on, the Electoral Reform Society should:

- 1. Work as its highest priority to achieve its primary object of having all elections of public bodies in the United Kingdom conducted by Proportional Representation through the Single Transferable Vote;*
- 2. Establish and maintain pre-eminence of that object on the Society's website; and*
- 3. Report in writing annually to all members on action taken, and progress made, towards achieving that primary and longstanding object of the Electoral Reform Society.*

Proposed by Anthony Tuffin

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

There were 120 votes FOR and 145 votes AGAINST (with 08 abstentions and 0 spoilt ballots). The 50% threshold required for it to be passed was not reached.

The Ordinary Resolution was therefore NOT PASSED.

5.4 Ordinary Resolution 2: The Syddique Project

This AGM urges Council to incorporate into the current strategic planning process a campaign for the introduction of the Single Transferable Vote for all local elections in England, such campaign to include:

- 1. The production of systems-specific campaign materials and a suite of web pages devoted to the campaign, with particular emphasis on the damage being done to local government by First-past-the-post and the benefits that STV would bring to local politics;*
- 2. The creation and resourcing of local groups of ERS members in England;*
- 3. The secondment of staff in the London Office to service and foster these new groups;*
- 4. The allocation of an annual English Campaign budget sufficient to fund preparation of the campaign's resources over 2021 and to launch the campaign in January 2022;*
- 5. A detailed report of the English Campaign's progress to the next Annual General Meeting of the Society.*

This AGM further resolves that this campaign be named “The Syddique Project” in commemoration of the one-time ERS Chief Executive and long-standing reformer Eric Syddique who passed away earlier this year.

Proposed by David Green

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

There were 96 votes FOR and 151 votes AGAINST (with 21 abstentions and 0 spoilt ballots). The 50% threshold required for it to be passed was not reached.

The Ordinary Resolution was therefore NOT PASSED.

6. AOB

- 6.1 The Chair thanked all members and supporters in attendance who contributed to the day.
- 6.2 Members wished to formally record a note of thanks to the outgoing Chair, Jon Walsh, in recognition of his work during his four years as Chair, and congratulated him for the way he had chaired the meeting today.
- 6.3 Thanks were also formally recorded to staff and Council members for their hard work throughout the year, and particularly for organising the AGM to take place virtually.

The AGM was closed at 17.15

Electoral Reform Society

Minutes of the **General Meeting** of the Electoral Reform Society held on Friday 30 July at 18.00 via Zoom

Members present:

Aidan Hunt	George Faris	Mark Pack
Alasdair Bovaird	George Fergusson	Martin Hughes
Alastair Moodie	George Mackay	Mary Southcott
Alex Macfie	Gerald Watts	Michael Hocken
Ali-John Mirsepassi	Grayden Reece-Smith	Michael Hudson
Alison Williams	Helen Blackburn	Michael Nicholson
Andrew Burkitt	Helen Parker	Mike Drew
Andrew Ramsay	Hubert Allen	Nathan Hine
Andrew Walsh	James Clokey	Nick Hodder
Anna Lloyd	Jim Halcrow	Pamela Ball
Anthony Tuffin	John Hendry	Paul Cooney
Bjoern Almgren	John Allison-Walsh	Peter Hirst
Brian Evans	john Baruch	Philip Barron
Brigid Gardner	John Goodman	Philip Cole
Chris Finlayson	John Grant	Rich Atterton
Christina Meiklejohn	John Jones	Richard Crane
Christopher Dunn	John Newham	Richard Jones
Colin Buchanan	John Ratcliff	Robert McCombe
Cormac Manning	John Symons	Roy Beadle
Crispin Allard	John Tillisch	Ruth Kelly
Darren Hughes	John White	Samuel James Jackson
David Blake	Jon Narcross	Simon Watchorn
David Brandwood	Jonathan Walsh	Stephen Broadhead
David Green	Kate West	Stephen Brooks
David Mathieson	Keith Best	Stephen Moore
David Schley	Keith Chesterton	Sue Kendrick
Doug Cowan	Keith Sharp	Susan Kendrick
Dr Duncan Connors	Keith Underhill	Sylvie Smallwood
Dylan Wilson-Lewis	Kevin Chaffey	Tim Isaac
Elizabeth Collingridge	Kirsten de Keyser	Tony Slater
Elizabeth Sturges	Lesley Abdela	Ursula Metselaar
Erik Williams	Liz Elliott	Vicky Seddon
Geoffrey Woodcock	Mark Jones	

1. Welcome and introduction

The Chair opened the meeting, welcoming members and thanking attendees for taking the time to join the meeting. She made some brief introductory remarks, giving an overview of the Society's recent work.

2. Ordinary Resolution (Society Byelaws)

The Chair introduced the Ordinary Resolution for debate and gave some background to members.

The meeting proceeded to debate the following Ordinary Resolution proposed by the Society's Council which required a 50% majority to pass, in accordance with the Society's Articles:

IT IS RESOLVED THAT Byelaw 2.1 ("The Council") of the Society's Byelaws be deleted and replaced with the following wording:

"2.1 The Council

2.1.1 Form of the elections

- a) *Elected Council Members shall be elected by a ballot of all members eligible to vote (see below). STV shall be used for all Society elections. The result of the ballot will be reported to the following AGM. Those elected shall take office at the close of that AGM, save in the case of an appointment made in accordance with Article 27.2 (Appointment of Council Members), 27.3 or 27.4 (Casual vacancies).*
- b) *The Chief Executive or such other person appointed by the Chief Executive shall be the Returning Officer.*
- 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.*

2.1.2 Timetable for elections

- a) *Not less than four months before an Annual General Meeting in a year in which elections are to be held, the Returning Officer will circulate to the Council and the Elections Panel ('the Panel') a plan for the conduct of the election, including a timetable. The Returning Officer shall take into consideration any comments received before finalising the arrangements.*
- b) *On the day of the opening of nominations, the Returning Officer shall invite all members of the Society to nominate themselves as candidates, and in doing so, will provide members with a description of the duties of a Company Director, a nomination form, a copy of the Society's Election Byelaws, and an outline of the timetable for the election. The election will not, however, be invalid if subsequently reasonable changes in the timetable are made.*

2.1.3 Qualification for voting

- a) *Members whose membership subscriptions are in arrears shall not be entitled to vote unless their subscriptions are brought up-to-date before the fourth working day before the issue of ballot papers.*
- b) *The Society will not admit new members to the Society between the fourth working day before the issue of ballot papers and the close of the poll.*
- c) *Two clear working days before the date for the issue of ballot papers, the Returning Officer shall prepare a final electoral roll of all the members entitled to vote and send a copy to the Elections Supervisor.*

2.1.4 Qualification for standing for election

- a) *Only those who are fully paid-up members of the Society at the close of nominations shall be eligible to stand as candidates.*
- b) *Candidates for election must not be disqualified from acting as a Company Director at the close of nominations.*
- 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.*
- d) *Candidates for election must ensure that they are able and willing to observe the Society's Articles and Byelaws, which shall be available to download from the Society's website or made available in hard copy on request.*

2.1.5 Nomination of candidates

- a) *Members wishing to stand for election shall nominate themselves using the nomination form which shall be sent to all members.*
- b) *The nomination form shall include a declaration as follows: "I, (name) wish to stand as a candidate for election to the Society's Council for the year and I undertake to comply with the Society's Election Byelaws currently in force. I confirm my support for the aims of the Society and if elected, intend to serve for the full term of office."*

2.1.6 Design of the ballot paper

- a) *The Society shall use an STV ballot paper as recommended by the ERS STV 97 rules or their variant. 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.*
- b) *Candidates' names shall be listed in random order. The randomisation of the order shall be done by the Returning Officer in the presence of independent witnesses selected by the Returning Officer. The Panel and candidates will be informed of the time at which this will be done and will be invited to observe.*

2.1.7 Candidates' statements and election-related materials

- a) *In all statements and election-related materials, candidates must conform to a spirit of reasonable, albeit robust, assertion and debate.*

- b) *Candidates may submit a written statement in a standard format to be determined by the Returning Officer. Statements can be submitted in hard copy or digitally and must be typed (the Society's staff will assist where necessary). Statements will be sent to members in hard copy and/or may be made available in such electronic format and via such electronic means as the Returning Officer shall determine.*
- c) *Statements and election-related materials circulated or published by the Society and by candidates or on behalf of candidates shall not contain direct or indirect personal criticisms of members of the Society or its staff. Nor shall they make libellous assertions about any person.*

2.1.8 The ordering of candidates' statements

Candidates' statements will be listed in the reverse of the order on the ballot paper. However, an alphabetic index will be provided.

2.1.9 The issue of ballot papers

- a) *In the mailing of ballot papers, appropriate safeguards will be used to ensure that each eligible elector receives one and only one ballot paper.*
- b) *The Elections Supervisor (or an appointed delegate) shall directly supervise the mailing and handling of all ballot papers.*
- c) *The serial numbers of the ballot papers issued shall be noted and checked against the number of eligible voters. If any discrepancies should arise, all reasonable steps shall be taken to remedy any errors and the Elections Supervisor shall consult the Returning Officer who will inform the Panel.*
- d) *A printed list shall be produced of the eligible members to whom ballot papers are sent.*
- e) *Unused ballot papers shall be stored securely and shall not be issued other than with the permission of the Returning Officer.*
- 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.*
- g) *Although other materials relating to the work of the Society may be included in the same mailing, the Returning Officer will endeavour to ensure that the number of enclosures is kept to a minimum in order to reduce the risk of members overlooking the essential election material.*
- h) *After the close of the poll, the Election Supervisor shall retain a record of how members voted and shall release it only if required to do so by a resolution passed within one year of the count by a two-thirds majority at a General Meeting, in order to facilitate an inquiry into an alleged irregularity or irregularities in the conduct of an election.*

2.1.10 Procedure for the receipt and recording of ballots

- a) *The times at which envelopes with postal votes are opened shall be at the discretion of the Election Supervisor and may not be on the same day as the count.*
- b) *Outer envelopes shall be opened and the voter's name, as shown on the Declaration of Identity, shall be cross referenced with the list of members eligible to vote and recorded accordingly.*
- c) *The Declarations of Identity will be checked and, if valid, separated from the inner ballot paper envelopes and stored separately.*
- d) *The inner envelopes will then be opened and the ballot papers removed and counted.*
- e) *Ballot papers will be declared invalid if:*
 - *they are not accompanied by a valid and signed declaration of identity;*
 - *the ballot paper is a copy of an original ballot paper;*
 - *the serial number of the ballot paper has been detached;*
 - *the ballot paper has been cancelled due to a duplicate ballot paper being issued to the member;*
 - *the entries on the ballot paper, in the opinion of the Returning Officer after consultation with witnesses to the count, do not make the intentions of the voter clear (although if some preferences are clear, the Returning Officer will accept preferences up to the point at which doubt arises).*
- f) *If more than one vote (using the same PIN) is received, the last vote to have been received will be declared valid and will be counted. All preceding votes received using the same PIN – whether by post or electronically – will be declared invalid.*

2.1.11 The count

- a) *The election will be counted using the Single Transferrable Vote method as specified under the ERS STV 97 rules or their variant. Whether it is counted manually or by computer will be at the discretion of the Returning Officer unless the Returning Officer, following consultation with the Elections Panel, decides to issue an instruction on the matter.*
- b) *Candidates and Members of the Elections Panel shall be invited to observe the count. At the count they will be given an opportunity to examine ballot papers and declarations of identity received and to check the accuracy of the recording of sampled ballots. If any candidate is unable to attend, such a candidate may appoint another member of the Society as a delegate provided that the Returning Officer is given prior notice.*

2.1.12 Procedures for members who claim not to have received ballot papers

The Elections Supervisor shall report to the Returning Officer if more than one postal ballot is received from any member and only the second vote received shall be counted.

2.1.13 Complaints and objections

- a) *Complaints concerning the conduct of elections and/or against decisions of the Returning Officer shall be made in the first instance to the Returning Officer who shall respond to the complainant as soon as is reasonably possible. If the complainant is not satisfied with the response, the matter will be formally referred immediately to the Elections Panel by the Returning Officer unless the complainant intimates that she or he does not wish this to be done. The Returning Officer shall report all complaints received to the Elections Panel, whether or not they have been formally referred to the Panel.*
- b) *When a complaint is referred to the Elections Panel, the individual(s) against whom the complaint is made will be given the text of the complaint and told the identity of the complainant unless the Panel accepts that there are over-riding reasons to protect the identity of the complainant. Where anonymity is requested, the Panel will receive the complaint in confidence but will only act on it if it accepts there are valid grounds for anonymity.*
- c) *Should the Elections Panel find that a candidate has not observed the Election Byelaws, the Panel may take one or more of the following actions:*
 - (i) issue a warning to the candidate;*
 - (ii) report the matter to a General Meeting of the Society;*
 - (iii) recommend that the candidate, if elected, should be asked to resign from the Council;*
 - (iv) recommend that the Council terminates the membership of the candidate under the provisions of the Byelaws.*
- d) *Unless overriding reasons of confidentiality have been accepted, copies of the Elections Panel's response on individual complaints formally referred to it shall be given to the complainant and to the individual(s) complained about.*

2.1.14 Notification of the result and Election Panel report

- a) *At the conclusion of the count and declaration of the result, the Returning Officer shall send a certified copy of the list of candidates elected, together with details of the counts involved, to the Chair of the Council and the Chief Executive (if not the Returning Officer), who shall inform candidates as soon as possible.*
- b) *The Elections Panel shall, within one year of the declaration of results, submit a report to the Council on all complaints referred to it during the election and any other matters which it believes should be brought to the attention of the Council. If no complaints were referred to the Elections Panel during the election, it may decide not to submit a report.*

2.1.15 Disposal of ballot papers and other documents

The Elections Supervisor shall retain possession of all documents relating to the election for a period of 36 months from the date of the count and the declaration of the result and shall then cause them to be destroyed."

AND THAT:

Byelaw 2.3.3 ("Co-option") of the Society's Byelaws be deleted and replaced with the following wording:

"2.3.3 Co-option

If there are not enough candidates nominated for election to the Elections Panel, the Council shall co-opt to fill the vacant places. Those who are co-opted must still qualify under regulation 2.3.2. Council should give special consideration to any real or perceived conflicts of interest and/or loyalties when considering co-options to the Elections Panel.”

AND THAT:

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

The result of the poll on this Ordinary Resolution including proxy votes was:

For – 192
Against – 55
Abstain – 17

The Ordinary Resolution therefore **PASSED** with 77.73% support.

3. Member Resolution (E-hustings)

Anthony Tuffin introduced his resolution for debate. The motion was non-binding but would provide Council with an indication of members' views:

This meeting urges Council to institute virtual hustings for all future internal ERS elections for which all members may vote.

The result of the poll on this member resolution including proxy votes was:

For – 108
Against – 140
Abstain – 18

The member resolution was therefore **NOT PASSED** with 43.55% support.

4. Update on ERS upcoming publication: “Here to Stay: Two Decades of Proportional Representation in Britain”

Darren Hughes gave an overview of an upcoming publication being published tomorrow and asked members to keep an eye out for an email about it. He also gave members notice of some upcoming events that might be of interest.

The General Meeting was closed at 19.25