

The Radio Amateurs; Emergency Network

Registered in England and Wales number 2771954; registered charity number 1047725

Minutes of the Extraordinary General Meeting held in Cambridge Masonic Hall, Bateman Street, Cambridge CB2 1NA on Saturday 29 October 2016 at 2.00 pm

Present:

Present: Cathy Clark G1GQJ (chairman), Roger Alexander 2E0WWZ, Paul Baker G1ZBW, Keith Batchelor GOWEN, George Bichard M0GXB, Colin Bowman M0NLP, John Breen M0XZL, Colin Brooks G1IGA, Jason Bull M0JPB, Tina Bull, Alastair Cameron G0EAC, Brian Clark G1ECE, Ray Clark G8GQJ, Paul Davies M0LOM, Peter Davies G0KQA, Allan Doe G4NJR, Brian Dooks G0RHI, Linda Dooks RAY01357, Charlie Duncan GM6MUZ, Andy Evans G6RIB, Hazel Evans M3TKA, Keith Gaunt G7CIY, Dave Green M0HPV, Martin Green G4PMG, Trevor Groves G4KUJ, Gill Hampson G0JIL, Mike Hampson G8RXB, Phill Hills G7JRV, Adam Hogg G8UMX, Philip Hosey M10MSO, Alan Jones M0JSA, Sarah Jones M6ISJ, Anne Keen G7DWN, Russell Keen G7OOW, David Kennett G7CMB, Don Kirkwood G3YQO, Irene P Langtree G0KBA, John Martin G8XLB, Christian Maxwell M0MXX, Julie Maxwell 2E0JLY, Chris Morcom G3VEH, Dave Morton G4LQT, Jon Mossman G7JJK, Greg Mossop G0DUB, Lisa Mossop M0LSA, Sean Murphy M1AHS, Ted Oram G1NUO, Len Paget GM0OWX, John Palmer G1CXE, Steve Pritchard M0EDR, Tom Reilly G0NSY, Christopher Sayles 2E0CVV, Roland Scarce G7RMQ, Ian Shepherd G4EVK, John Slater G6EUO, David A D Smith G8IDL, Ian Somers G3ZHX, Bernie Stevens G8YUP, Roland Taylor M0BDB, Graham Tew G7WFK, Peter Tew M1CNL, John Thomson G8SYD, Peter Thomson GM1XEA, David Thomas GW0RUH, Stuart Walker G7HIF, Phil Webber G8KLC, Ann Webber G1PRM, Adam Webster G1UAF, Max White M0VNG, Gill Whitehead G3YLJ, Mike Whitehead M0DVX, and Howard Winter G1BYY.

Apologies for absence:

Gerald Brady G0UFI, John Cannell G7OAI, Martin Chapple G8XQS, Alan Grime G7EQK, Peter Hammond G7CNX, Mike Higlett G6WTM, Tina Hills G7JZW, Alan Hopkinson G8OJQ, Ray Hughes G0FTI, Chris Kirby G4FZN, Pauline Kirby G8HQW, John Long M1ENA, Bob Owen G7PNG, Graham Pemberton G7NEH, Andy Ripley M0DCD, Graham Sawyer 2E0SSL, Jeff Snowling G1DYN, John Stacey G0VPJ, Lisa Walker 2E0VLL, Tony Westbrook G7NKJ, Ted Wharton G4NUY, Martin Williams G4GRS and Iain Young G7III.

Special resolution 1: to change the name of The Radio Amateurs' Emergency Network to RAYNET-UK

The Committee of Management proposed to change the name of The Radio Amateurs' Emergency Network ("The Network") to RAYNET-UK.

The resolution was proposed by Max White, seconded by Brian Dooks, carried unanimously.

Special Resolution 2: to amend Article 10 in the Articles of Association to read:-

An existing Member who wishes to transfer to a different Group to that by which he is already registered shall make an application to transfer in such form as the Committee shall require. An application for transfer may be approved or rejected by the Group Controllers of both the current and proposed Groups in accordance with those Groups' constitutions. Upon acceptance the Group Controller of the receiving Group shall cause the application for transfer to be delivered to the Company in such manner together with such payment as may be required by the Committee. The Committee shall have the right for good and sufficient reason to refuse the transfer of any applicant provided that the Group Controllers concerned shall have a right to challenge the decision in the manner as laid down in the Rules.

The resolution was proposed by Phil Webber, seconded by Don Kirkwood, and carried unanimously.

Special Resolution 3: to amend Article 14 clause (c) in the Articles of Association to read:-

The Adult Members shall elect, by simple majority, from amongst their number an Adult Member who is willing to serve as their Group Controller until the next annual general meeting of the Group. Only Adult Members who are currently registered by the Group may vote. The Committee shall have the right for good and sufficient reason to terminate or suspend the position of any Group Controller provided that the Group Controller concerned shall have a right to challenge the decision in the manner as laid down in the Rules. The Committee may rescind the suspension or termination of a Group Controller's appointment. The Group shall notify the Committee of the results of the election or re-election of the Group Controller in the manner as laid down in the Rules.

Questions were received from the floor because some groups' appointments are one year in duration. It was explained that groups can continue to use their local constitutions.

The resolution was proposed by John Thomson, seconded by Phil Webber and carried by a majority (77 for, two against and four abstentions).

Special Resolution 4: to amend Article 14 clause (d) in the Articles of Association to read:-

Each year the Group shall hold a properly constituted and minuted annual general meeting at which the principal business shall be the report of the Group Controller. Financial statements for the group (if applicable) shall be presented at each annual general meeting.

Brian Dooks mentioned that he was aware of a group which had never held an AGM and felt that it should be subject to a disciplinary process. The chairman suggested he send his concerns to CoM.

Greg Mossop asked about finance. Andy Evans replied that this clause concerns the meeting generally.

The resolution was proposed by Martin Green, seconded by John Palmer, and carried by a majority (77 for, no votes against and one abstention).

Special Resolution 5: to change the officer title of County Controller to County Co-ordinator

Questions were asked why the title would not remain "County Co-ordinator". It was explained that the role of this officer should be co-ordinating externally from the county.

The resolution was proposed by Russell Keen, seconded by Keith Gaunt and carried by a majority (78 for, three against and one abstention).

Special Resolution 6: to amend Article 17 clause (b) in the Articles of Association to read:-

An election for the position of County Co-ordinator shall take place in the final year of a County Co-ordinator's term of office or upon there being a casual vacancy. The elected Group Controllers of Groups within the County shall elect, by simple majority, an Adult Member who has expressed his willingness to accept the position as their County Co-ordinator. County Co-ordinators shall serve for a period of three years commencing on the day of their election. Each controller shall have one vote. The County Organisation shall notify the Committee of the results of the election or re-election of the County Controller in the manner as laid down in the Rules.

Greg Mossop asked that the Committee of Management provide guidance for those counties comprising only one group. Peter Thomson asked whether this would apply to Scottish groups; the chairman replied that it was a matter for negotiation.

The resolution was proposed by Steve Pritchard, seconded by Peter Davies and carried unanimously.

Special Resolution 7: to delete Article 17 clause (d) in the Articles of Association

A question from the floor asked whether a county controller candidate who is a group controller could vote for him/herself. Hazel Evans answered that he or she could do so, although the chairman felt that such a candidate should abstain from the vote.

The resolution was proposed by Brian Dooks, seconded by Philip Hosey and carried by a majority (79 for, one against and four abstentions).

Special Resolution 8: to amend Article 17 clause (f) in the Articles of Association to read:-

Each year the County Organisation shall hold a properly constituted and minuted annual general meeting at which the principal business shall be the report of the County Co-ordinator. Financial statements for the County (if applicable) shall be presented at each annual general meeting.

Alan Jones asked whether the minutes were to be sent to the Committee of Management. Hazel Evans replied that there was no requirement to do so but that the Committee has the right to request them.

Special Resolution 9: to amend Article 19 clause (b) in the Articles of Association to read:-

An election for the position of Zonal Co-ordinator shall take place in the final year of a Zonal Co-ordinator's term of office or upon there being a casual vacancy. The elected Group Controllers and County Co-ordinators of those Groups and County Organisations within the Zone shall elect, by simple majority, an Adult Member who is currently registered by a Group defined to be within the Zone and has expressed his willingness to accept the position as their Zonal Co-ordinator. Each controller shall have one vote. Candidates must not be disqualified under Article 57 to be members of the Committee. Zonal Co-ordinators shall serve for a period of three years commencing on the first day of January following their election.

The resolution was proposed by Jon Mossman, seconded by Max White, and carried unanimously.

Special Resolution 10: to amend Article 19 clause (c) in the Articles of Association to read:-

The Adult Member so elected shall ensure that notification of the result of the election is received by the Committee within seven days of the election. This notification must include a declaration of the results of the election signed by the election scrutineers or tellers and a signed declaration of willingness to accept the position by the elected Adult Member.

The resolution was proposed by Dave Thomas, seconded by Don Kirkwood, and carried by a majority (81 for, none against and one abstention).

Special Resolution 11: to delete Article 19 clause (e) in the Articles of Association

Ann Webber observed that the change implied that one person could act as Group Controller, County Co-ordinator and Zone Co-ordinator. Hazel Evans replied that the person could do so but that it is inadvisable because of the workload.

The resolution was proposed by Chris Morcom, seconded by David Smith, and carried by a majority (75 for, seven against and three abstentions).

Special Resolution 12: to amend Article 21 in the Articles of Association to read:-

The Committee may appoint an Acting Zonal Co-ordinator in the event of there being a vacancy for the post of Zonal Co-ordinator in that Zone. The term of office of an Acting Zonal Co-ordinator shall be one year.

Phil Webber asked whether this Article had been invoked, and was advised that it had not.

The resolution was proposed by Peter Davies, seconded by Adam Hogg, and carried unanimously.

Special Resolution 13: to amend Article 45 in the Articles of Association to read:-

The elected Zonal Co-ordinators and acting Zonal Co-ordinators shall be voting members of the Committee.

The resolution was proposed by Roger Alexander, seconded by Adam Webster, and carried unanimously.

Special Resolution 14: to amend Article 49 in the Articles of Association to read:-

The Committee of Management may appoint, as an officer to the Company, a Company Secretary. The Company Secretary must be an Adult Member of the Company but shall be a non-voting member of the Committee. The terms of office and the duties of the Company Secretary may be defined by the Committee from time to time.

Max White wished to confirm that adult members are aged over 18, and was advised that they are.

The resolution was proposed by John Thomson, seconded by Dave Thomas, and carried by a majority (82 for, none against and five abstentions).

Special Resolution 15: to amend Article 50 in the Articles of Association to read:-

The Trustees may elect up to four Adult Members of the Company to hold positions as required by the Company from time to time. Each individual so appointed must be an Adult Member of the Company and shall have one vote at Committee meetings. They shall serve for a period of three years and may be re-elected for subsequent three year terms without limit. The elections of these officers shall take place in the final year of their terms of office or upon there being a casual vacancy.

The resolution was proposed by Roger Alexander, seconded by Adam Webster, and carried by a majority (82 for, none against and five abstentions).

Special Resolution 16: to amend Article 57 in the Articles of Association to read:-

The office of Zonal Co-ordinator, Company Chairman, Deputy Chairman, or Treasurer or other Director shall be vacated if:

The resolution was proposed by Charlie Duncan, seconded by Jon Mossman, and carried by a majority (83 for, none against and five abstentions).

Special Resolution 17: to amend Article 70 in the Articles of Association to read:-

If the Company has a Seal, it shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Committee member and shall be countersigned by the Company Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

The resolution was proposed by John Palmer, seconded by Bernie Stevens, and carried by a majority (83 for, none against and five abstentions).

17. **Special Resolution 18: to amend Article 76 in the Articles of Association** to read:-

Accounting and financial records

The Directors shall maintain accounting records in accordance with the Companies Act 2006, Part 15.

The resolution was proposed by Dave Thomas, seconded by Lisa Mossop, and carried by a majority (81 for, one against and five abstentions).

There being no further business the meeting closed at 3.15 pm.