



Extraordinary General Meeting 2022

Minutes

Minutes of
Held
Location

Extraordinary General Meeting (EGM)
on Friday 10 June 2022
Moor Hall Cookham, Berkshire





The Chair formally opened the meeting, confirming that both Special Resolutions would be determined by poll vote.

The Chair introduced the top table:

June Dennis	Chair
Chris Daly	CEO
Joanne Saintclair-Abbott	Institute Secretary

There were 25 Voting Members present and apologies were received from Kelvin Golding, Kate Hamilton and Dawn Holmes.

The Chair stated the reasons for this proposal being considered by the Members. These are that CIM has been unable to hold a face-to-face general meeting for the past two years due to Covid restrictions and has held the meeting virtually instead. This is not something anticipated by CIM's Constitution and passing these resolutions will allow CIM to decide to hold future meetings, in person, virtually or as hybrid meetings.

She confirmed that the intention behind the proposals is not to replicate the last two General Meetings going forward unless absolutely necessary. At the current time there is no intention to prevent members joining these meetings face-to-face, but holding the meetings in this way did significantly increase attendance and CIM would like to continue this, providing an opportunity for greater engagement with members.

Questions were received in advance of the meeting, and they are detailed below. No further questions were raised at the meeting.

1) Special Resolution 1

In accordance with Article 13 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Charter of the Institute shall be altered as detailed in Appendix 1.

This was proposed by Andrew Yuille and seconded by Gus MacIver.

982 in favour, 12 against and 14 abstentions.

2) Special Resolution 2

In accordance with Article 10 of the Charter of the Institute, it is hereby resolved by the Voting Members that, subject to such modifications as the Privy Council may require, the Bye-laws of the Institute shall be revised as detailed in Appendix 2.

This was proposed by June Dennis and seconded by Norman Waite.

986 in favour, 12 against and 11 abstentions.

At the end of this Special Business, the EGM was closed by the Chair.

June Dennis
Chair



EGM 2022 Questions and Answers

1.	There appears to be no procedure as to how the Board will decide if meetings will be in person, virtual or hybrid.	Each year the Board will decide on the best way to hold CIM's general meeting, taking into account accessibility, sustainability and any guidelines in place.
CIM took legal advice on the following questions and the legal advice received is below:		
2.	Appendix 2 Clause (b) - "whatever arrangements it considers fit" is insufficient. It should clearly state that it is the required responsibilities and duties of the Board to uphold integrity and fairness with regard to hybrid or online meetings. Appendix 2 Clause (k) - this is too broad and loose. It does not provide protection for members who attend hybrid or virtual meetings. This protection is necessary for fairness and equal treatment of all members as non-local members will more likely have to attend in this manner. Would appreciate if you could address both these concerns.	<p>CIM has a very significant number of members. If a meeting of members was invalidated because a member experienced a power cut or a failure in their internet connection, then there would be a reasonable risk that every meeting might be invalidated for this reason.</p> <p>Consequently, the balance that has been struck is that if there is an issue with the electronic facility hosting the meeting then the meeting will be adjourned. Otherwise, where the issue experienced is localised to a member then in those cases, the meeting will not be invalid.</p> <p>Members can, of course, participate by proxy instead ahead of the meeting, if preferred and where there is a concern whether a technical failure may limit their ability to participate in the meeting.</p>
3.	I wish to raise an issue with the above. It is good practice in votes of this kind to highlight the specific changes and present the proposed new wording against the existing wording. I find I am unable to make an informed choice in this ballot because CIM has chosen not to offer a comparison but to show only the proposed new wording in the appendices provided. The changes may well be for the better, but I wonder how many members will have a copy of the Constitution to hand and be motivated to make the comparison for themselves. As it stands, this ballot is fundamentally flawed.	<p>The resolution to amend the Charter and Bye-laws is a Special Resolution, as defined in Clause 15 of the Charter. A Special Resolution is defined in Clause 15 as meaning a resolution of the Voting Members passed at a properly convened General Meeting where it is passed by not less than three quarters of the Voting Members who vote at the meeting (whether they vote in person or by proxy).</p> <p>Bye-law 22 requires any Special Resolution is specified as such in the meeting notice. This requirement is mirrored by company law that applies to registered companies. It is clear the resolutions were identified as Special Resolutions in the notice given of the meeting.</p> <p>Under company law, the requirements in relation to giving notice of special resolutions is that the notice includes the text of the resolutions in full and makes clear the resolution being proposed is a special resolution. While CIM is not a registered company (and as such company law does not directly apply), by analogy it is likely to be a useful guide as to how a court would assess whether adequate notice of the special resolution was given by CIM. It is clear that CIM did meet the company law requirements by setting out the text of the changes to the Charter and Bye-laws in full in the appendices to the notice that were provided to members.</p>