

MINUTE OF EGM



Of the EGM (Extraordinary General Meeting) of the Scottish Federation of Housing Associations Limited held at 3:30pm on Thursday 25th of February 2010 at SFHA Office, 375 West George Street, Glasgow.

Chair: Lorna Paterson

Present: **Representative Members from:**

Angus Housing Association
Argyll Community Housing Association
Calvay Housing
Bridgewater Housing Association
Dunbritton Housing Association
East Kilbride Housing Association
Eildon Housing Association
Fife Housing Association
Forth housing Association
Hjaltland Housing Association
Linstone Housing Association
Ochil View Housing Association
Parkhead Housing Association
Queen Cross Housing Association
Shire Housing Association
Tollcross Housing Association
Trust Housing Association

In Attendance:

Jacqui Watt
Ian Wauchope
Maureen Watson
Andrew Field
Janet Hamblin (Baker Tilly)
Grieg Anderson (McGrigors)

1. Welcome and Apologies:

Thirty-two apologies were received as follows:

Abbeyfield Scotland Ltd
Abertay Housing Association
Abronhill Housing Association
Albyn Housing Society Ltd
Almond Housing Association
Argyll Community Housing Association
Bield Housing Association
Cairn Housing Association



Drumchapel Housing Co-operative Ltd
Dunedin Canmore Housing Association Ltd
Elderpark Housing Association Ltd
Hillcrest Housing Association Ltd
Kendoon Housing Association Ltd
Keystone Tenant Managed Homes Ltd
Kingdom Initiatives Housing Association Ltd
Kingsridge Cleddans Housing Association
Lister Housing Co-operative Ltd
Lochalsh & Skye Housing Association
Loreburn Housing Association
Melville Housing Association Ltd
Ore Valley Housing Association
Port of Leith Housing Association Ltd
Queens Cross Housing Association
River Clyde Homes
Sanctuary Scotland Housing Association Ltd
Scottish Veterans Housing Association Ltd
Servite Housing Association
South West Housing Association
Tenant Managed Homes (Drumchapel)
Tower Homes LHO
West Lothian Housing Partnership
Wishaw & District Housing Association Ltd
The Chair opened the meeting.

The Chair provided a short statement apologising for the AGM starting early in December 2009 and clarified the purpose of the EGM.

The Chair advised eight proxy forms had been received for voting purposes.

2. **Ordinary Resolutions**

To resolve that to the extent that any resolutions were not validly passed at the Annual General Meeting held on 9th December 2009 to approve the following resolutions:

- Minutes of the thirty-third Annual General Meeting, proposed & passed
- Corporate Annual Report for period ending 31st March 2009, received & considered
- Auditor's Annual Report, proposed & passed
- Baker Tilly be retained as Auditors for next financial year, proposed & passed

Memorandum and Articles of Association, proposed & passed

3. **To resolve to approve the Minutes of the thirty-third Annual General Meeting**

held on the 27th of November 2008

The minutes were held to be an accurate and true record proposed by John Ferguson and seconded by Nanette Reid.

4. **To resolve to receive and consider the Corporate Annual Report for the period ended 31st March 2009.**

Please see Annual Report.

Bruce Forbes (Angus HA) referred to page 8 of the Corporate Annual Report asking why there were no notes referring to cost centre accounting

The corporate annual report was received and considered. Proposed by Gordon Mitchell and seconded by John Ferguson.

Bruce Forbes proposed an amendment that a more detailed analysis be publicised, seconded by Peter Howden. The Chair put the proposed amendment to the vote, 10 votes for and 3 votes against.

Resolution carried with amendment.

5. **To resolve to receive and consider the Company's accounts for the financial year ended 31 March 2009 and the auditors' reports on those accounts.**

Please see Auditor's Report and Accounts.

Bruce Forbes called for four pages of accounts to be included, seconded by Ian McLean.

The Chair put this to the vote with 10 votes for and 5 against.

The meeting was adjourned to allow time for attendees to consider the additional four pages.

Bruce Forbes called for a deferment on passing of this item subject to a detailed analysis of the costs allocated to PSD for consultancy services being disclosed to the members so it could be fully considered, Peter Howden seconded this.

The Chair put this proposed amendment to the vote with 6 votes for and 6 votes against, the Chair carried the casting vote and voted against. The proposed amendment was denied.

Suggestion from the floor at the members move to approve the accounts subject to future appointments of future contracts being awarded subject to proper process being applied.

Gordon Mitchell proposed and John Ferguson seconded. The Chair put this to the vote with 6 votes for and 0 against.

6. **To resolve to re-appoint Baker Tilly as Auditors of SFHA for the period 1 April 2009 – 31 March 2010.**

It was proposed that Baker Tilly be retained as Auditors for the next financial year, proposed by Nanette Reid and seconded by Bruce Forbes.

Special Resolution

7. **To resolve that the regulations contained in the document submitted to the Meeting be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.**

Adoption of new Articles of Association was proposed by Gordon Mitchell and seconded by Nanette Reid.

Resolution Carried.

Other Business



8. Re-announce the results of the 2009-10 elections to the SFHA Board

The Chair re-announced the results of the elections as follows: Other Urban Areas constituency was contested and the results were as follows:

Nanette Reid (Linstone HA) - 10 votes

Teresa McNally (Ochil View HA) - 6 votes

Stephen Black (Atrium Homes) - 8 votes

Nanette Reid was duly elected.

Rural and Islands constituency: Norman Beaton (Argyll Community HA) was re-elected unopposed.

Glasgow constituency: John Ferguson (Parkhead HA) was re-elected unopposed.

Other Cities constituency received no nominations and remained vacant at the time of the December 2009 AGM.

The Chair provided an update at the EGM advising that Gordon Mason of Forth Housing Association had been duly elected into this vacancy for Other Cities Constituency.

9. Presentation from outgoing CEO

The outgoing CEO gave a short verbal presentation to the attendees of the EGM.

10. Close of Formal Business

The Chair concluded the EGM and thanked everyone for attending.