

**MINUTE OF GLASGOW WEST HOUSING ASSOCIATION SPECIAL GENERAL MEETING
HELD ON, TUESDAY 25 AUGUST 2020, 6.00PM, VIA VIDEO CONFERENCE¹**

Addressing the meeting from the platform

Joe Heaney	Chairperson
Elaine Travers	Chief Executive
Anne Allan	Corporate Director

Addressing the meeting remotely

Mark Young	TC Young Solicitors
Susan Mosedale	Interim Secretary

SEDERUNT: Appendix A

1.0 WELCOME

At 6.04pm and the meeting being quorate², Joe Heaney, Glasgow West Housing Association Ltd's (GWHA) Chairperson, welcomed all shareholders to the Special General Meeting (SGM) and announced that there were 18³ members present and 42⁴ apologies.

The Chair referred to the order of the Agenda, advising that Elaine Travers (GWHA Chief Executive) and Anne Allan (GWHA Corporate Director) were joining him from the platform, and that Susan Mosedale (Interim Secretary) and Mark Ewing (Solicitor at TC Young) would contribute to the meeting remotely. The Chair thanked members for their attendance at the digital meeting, which was made possible with the passing of emergency legislation in June. The Chair confirmed, as outlined in the Information Pack, that the purpose of the SGM was to propose a new set of Rules to the membership, and that Mark Ewing (TC Young solicitors) would explain these in context, highlighting the principal changes. Thereafter pertinent questions received in advance of the meeting would be answered.

The Chairperson then welcomed, and handed over to Mark Ewing, to introduce the proposed changes to GWHA's Rules.

2.0 PROPOSED CHANGES TO GWHA'S RULES

Mark Ewing thanked the Chair for the invitation to the SGM, commenting that whilst he had spoken at many, this was his first attendance in this digital format. Referring to the concise report capturing the proposed amendments to GWHA's Rules⁵, Mark referenced the three principal reasons prompting the review of the Model Rules, which he summarised as: changes in legislation in the last few years; new governance provisions and optional variations; and the opportunity to address typographical errors, enhance presentation, and improve clarity of terms in the current (2015) Model Rules. Mark confirmed that the Model Rules, developed by TC Young on behalf of the SFHA, had been approved by the Scottish Housing Regulator (SHR), the Office of the Scottish Charity Regulator (OSCR) and the Financial Conduct Authority (FCA); and concluded that there was an expectation from the SHR that RSLs⁶ would, at the earliest opportunity, propose adoption of the new Rules to shareholders.

The Chair thanked Mark for his presentation and invited Elaine Travers to present the questions.

Q1 Please advise how many committee members have submitted votes by proxy on behalf of others, and how many proxy votes are received by midday next Tuesday or (if the meeting takes place) at the meeting.

¹ Hosted by SHARE via Zoom

² 15 Members required to attend

³ Subsequently validated as 19

⁴ 2 apologies received after event bringing total to 44

⁵ Issued with SGM Information Pack

⁶ Registered Social Landlords

A1 Shareholders were invited to vote for the Special Resolution by postal vote, not by proxy; and the results of the postal votes received by the closing time of 12 noon today would be announced under Agenda Item 4.0.

There being no other pertinent questions, the Chairperson thanked E Travers and, in handing over to Susan Mosedale (Interim Secretary), explained that the Special Resolution required approval by 75% of Members who returned postal voting forms.

3.0 RESOLUTION: RULE CHANGE

3.1 Resolution

The Interim Secretary addressed members, confirming the proposal to consider, and if thought fit, approve the Special Resolution: *That the Association adopts the rules in the form attached to this notice in substitution for the existing rules subject to any non- material amendments that may be required by the Financial Conduct Authority.*

4.0 Postal Vote Result

The Interim Secretary reported the count. In total, 39 postal votes were received, 115 members abstained; and there were no unmarked votes. Of the 39 postal votes received, 37 members voted in favour of the Resolution and 2 were not in favour. The Resolution was carried with the support of 37 Members (94.8% of Members voting for the Resolution) and 2 Members (5.2%) voting against.

The Interim Secretary then handed over to Joe Heaney, Chairperson

5.0 CLOSE

The Chairperson thanked Members for their time and support in approving the Rule change. He then formally closed the SGM, and advised that there would be a short recess before the start of the AGM.

SEDERUNT

OBSERVERS

A	Ali	987	
T	Anwar	828	
A	Campbell	980	
S	Carmichael	960	
I	Gracie	984	
J	Heaney	927	
L	Hegarty	974	(by proxy)
M	Hegarty	973	(by proxy)
P	MacLeod	942	(by proxy)
D	MacNeill	941	
J	Makar	453	
K	Mcminal	979	
S	Mosedale	936	
W	Robertson	988	
B	Stewart	872	
Y	Toda	789	
D	Tognarelli	977	
M	Wadsworth	189	
G	Yadav	986	
	TOTAL	19	

Donald Craig

Alexander Sloan
Chartered Accountants

DRAFT

APOLOGIES

A	Cavana	537
N	Charleson	861
J	Charsley	120
A	Clarke	850
A	Curtis	909
M	Diamond	758
M	Doran	374
C	Elliott	388
K	Foley	271
S	Gildea	888
I	Gilmour	708
A	Gray	122
J	Gray	750
M	Jacobs	784
R	Kenna	676
S	Kidd	773
J	Leitch	833
T	Li	951
J	Macdonald	667
M	Macleod	684
C	MacMillan	725
M	Maniez	762
J	Mcguire	981
M	Mcintosh	932
O	Millen	28
E	Moore	536
F	Moore	957
I	Moreno	976
T	Moulds	462
F	Nakabachi	815
H	Reilly	921
W	Shepherd	170
D	Sim	215
H	Sim	953
A	Simpson	480
H	Simpson	479
C	Spence	245
N	Stirling	699
D	Symon	521
K	Taylor	923
I	Thomson	840
M	Trzeciak	969
L	Watkins	985
D	Zapala	933
TOTAL		44

IN ATTENDANCE REMOTELY

M Ewing TC Young Solicitors

TOTAL 1

STAFF ATTENDING

E Travers Chief Executive
A Allan Corporate Director
C Nicol Corporate Officer

STAFF ATTENDING REMOTELY

J Barrow Services Director
R Black HR & Governance Manager
S Fallon Services Officer (Welfare Rights)
D Wedge Services Director

TOTAL 7

ICT FACILITATORS

Pauline Munro SHARE
Rachel Mallon SHARE

TOTAL 2