

British Society for Haematology

23 June 2023 at 10:30am

General Meeting

Present	In attendance	Apologies
Mark Ethell (ME) Chair Josh Wright (JW) John Ashcroft (JA) Sue Pavord (SP) Guy Pratt (GP)	Zahra Gibson (ZG) Katy Amberley (KA) Si Mohamed Dahiri (SMD)	
Fiona Miall (FM) Kate Fielding (KF) Huw Rowswell (HR) Keith Ward (KW) Subarna Chakravorty (SC) John Snowden (JS) Tharindi Hapuarachchi (TH) Patrick Keefe (PK) Mike Desborough (MD) Laura Millier (LD) Skankara Paneesha (SP)		<b>Absent</b>

Agenda Item	Discussion/Minutes	Action Required
1 Welcome	<p>KA welcomed all attendees to the meeting and said that due to the content of the resolution placed before the General Meeting, the Officers, ie the President, Vice President, Secretary and Treasurer, would not be chairing the meeting nor voting. The officers then left the room.</p> <p>KA informed the attendees that SMD and ZG would assist with the technical aspects of the meeting as well as the voting process.</p> <p>Since the proposed amendment of the BSH Trustees' benefit clause relates to the four Officers, they cannot vote on this resolution. Usually, the President chairs a General Meeting; however, due to the conflict of interest, this will not be possible. Consequently, Mark Ethel (ME), an Ordinary Trustee, was selected to chair the meeting in accordance with Article 19.4.</p>	
2 Introduction	<p>ME explained to the attendees that the BSH were holding the General Meeting to ask those present to agree to the Society providing funds to the hospital trusts where the Society's Officers worked, to enable the Officers to have more time to carry out their BSH duties.</p>	

	<p>ME explained that the Charity Commission had given the BSH permission to propose the Resolution to members and the BSH had taken legal advice throughout the process.</p> <p>ME read the Resolution to the meeting expressing that the BSH received written consent from the Charity Commission on the 25 April 2023 to make alterations to the BSH Articles of Association under article 6. BSH Trustee benefit clause, to facilitate payments to the Hospital Trusts of BSH Officers. The Officers are: President, Vice President, Treasurer and Secretary.</p> <p><b><i>The Resolution was the following:</i></b></p> <p>Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the “Special Resolution”):</p> <p>It is hereby resolved by way of special resolution that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.</p> <p><b><i>The key proposed new provision which facilitates the above, is:</i></b></p> <p>“6.9 An Officer or a hospital trust that is a Connected Person in relation to an Officer may receive financial benefit from the Society to facilitate the Officer to reduce their workload at the hospital trust and in turn, supply services to the Charity (pursuant to Article 6.8) or spend more time carrying out their duties as a Trustee or Officer.”</p>	
<p>3 Votes</p>	<p>ME asked those in agreement with the passing the Resolution to raise their hands. Those attendees at the General Meeting in favour of the Resolution raised their hands to vote to pass the Resolution to the Articles of Association. The BSH received 12 votes in favour of the Resolution. ME asked those against the Resolution to raise their hands; there were no attendees who voted against the Resolution. The BSH had also received two further votes via proxy. The Resolution was therefore passed with a total of 14 votes in favour.</p>	
<p>4 Conclusion</p>	<p>ME informed the attendees of the General Meeting that the non-conflicted Trustees will decide in due course whether paying hospital trusts of the Society’s Officers is in the best interest of the society and if so, how this will happen; or whether another option could be considered.</p> <p>The following resolution was duly passed as a special resolution of the Society on 23 June 2023 at pursuant to Chapter 2 of Part 13 of the Companies Act 2006:</p> <p>ME then signed the certificate of passing.          The General Meeting closed at 10:50am</p>	