



**SPECIAL GENERAL MEETING
MINUTES OF MEETING HELD ON
MONDAY 6th NOVEMBER 2023 at 6.30 PM**

In Attendance

Mr Alan Bennett
Mrs Margaret Brown
Mr Malcolm Brown
Mrs Janet Cassidy
Miss Lynsey Chrystal
Ms Sheila Cope
Miss Katie Devaney
Ms Mary Theresa Doherty
Ms Hilary Edgar
Mr Peter Fennessey

Ms Carolynn Fisher
Mrs Anne Keatings
Ms Mary McClymont
Mrs Yvonne McDonald
Ms Ann McGowan
Mr Richard McLean
Ms Rhona Polak
Mr William Stevenson
Mr Dean Vinter

Staff in Attendance

Erica Davidson – Chief Executive Officer
Martin Harvey – Head of Housing
Peter French – Head of Property Services
Kennedy Chilambe – Head of Finance
Ethan-Craig Adamson – Administrative Assistant
Amy Sweeney – Corporate Services/Compliance Officer

1.0 Welcome from the Chairperson

Rhona Polak, Chairperson of Knowes Management Committee welcomed all present and thanked them for coming along to the SGM. She explained that the meeting would cover one agenda item, to fit and approve a special resolution to appoint members to Knowes HA's Management Committee.

2.0 Apologies

Apologies were received from the following members:

Mrs Agnes Campbell

Miss Allison McKenzie

Mr Andrew Halfpenny
Mrs Catherine Mulrine
Mrs Catherine McFadden
Mr Douglas Watt
Mr James Hart
Ms Janice Joyce
Mr John Scott
Mr John Laird

Miss June Black
Mrs Nancy McWatt
Mrs Veronica Maclean
Miss Sandra Busby
Mr Steven Russell
Mrs Venilanda Chobe
Mr William Russell
Mrs Margaret Buntin

3.0 Chief Executive Officer

Erica Davidson CEO of Knowes HA thanked the share members for attending the meeting. Erica went on to say that she would now explain why the Committee's Secretary Billy Stevenson had been asked by the Committee to call this Special General Meeting of the shareholders. Erica explained the important role that the Management Committee play insuring the future of Knowes HA. She advised that at present there are 8 members of Knowes Management Committee which is less than the maximum number of 15 allowed and close to the minimum number of 7 – below which the Committee would not be able to function. Erica said that Knowes' had been advertising widely since the 2022 AGM for new Committee Members to fill the places on our board but it was not until August 2023 that we received a number of applications. These applications were received too late to be nominated for the 2023 September AGM.

Erica explained that in some situations new committee members can join the committee in between AGMs but only to fill a casual vacancy arising or to join as what we call co-optees. However co-optees, although able to vote on Committee decisions do not count towards Knowes' having a quorate committee; nor can we have any more than 1/3 of our committee at one time as co-optees. For a committee of eight we would be allowed only two co-opted members.

Therefore the committee having met with four of the applicants at our October meeting and having agreed to nominate these applicants to the sit on our committee, had asked the Secretary to call a Special General Meeting in order to enable the share members to officially appoint four new members to our Management Committee. The process for this meeting has been discussed with and approved by our legal advisors TC Young Solicitors. We have also informed the Scottish Housing Regulator of our intentions and they have raised no objections to Knowes holding this SGM provided we report the process and outcome to them through submitting a notifiable event notice and information surrounding the meeting. Therefore the Committee are satisfied that this SGM is being conducted properly for the purpose to appoint the new members to our board of management.

Erica then passed the meeting back the Chairperson for the reading of the Special Resolution and the shareholder vote.

4.0 Approval of Special Resolution

Rhona asked the share members present to consider and if thought fit approve the following Special Resolution:

“This meeting of the members of Knowes Housing Association Limited hereby resolves to appoint Dean Vinter, Richard McLean, Heather Maitz and Peter Fennessey to the Committee of Management as Committee Members of Knowes Housing Association Limited, effective from the date of this Special Resolution”.

Rhona invited the share members to provide any comments on the proposal before the voting took place. No comments or questions were made.

As per rule 28, the share members present were then asked to vote by a show of hands on whether they approved the proposal. The proposal was approved with a total of 16 members voting in favour of the proposal along with an additional 1 proxy vote. The following members abstained from voting – Dean Vinter, Richard McLean and Peter Fennessey.

No other business was discussed.