



**Minutes of the Extraordinary General Meeting
held on Monday 2nd September 2024
At 11:00 at SOE Offices, 22 Greencoat Place, London SW1P 1PR**

Present:

Howard Seymour	Chair
Mick Sweetmore	Interim Honorary Treasurer
Caroline Harries	Governance Lead
Emma Thompson	Company Secretary

Members who attended the meeting in person (6 plus those present, is 10 in total):
Dominic Dawson, Dean Greer, Garry Gilby, Ian Macdonald, David Carter and Paul Arber

Members who joined online (28):

Robin Cooke, Pat Mulroy, Paul Bennetts, Mohamed Zermoun, Anthony John, John Russell, Joseph Younger, Anthony Jolliffe, Chris Prince, Ian Ogle, John Greaves, Muhammad Saad Cheema, John Taylor, Alan Carter, Michael Hutchinson, Man Ting Yau, Man Tin Yau, Ian Grant, Oliver Teasell, Alan Stroud, Chun Man Woo, Alan Gault, Ngai Bong, Alistair Reid, Jeff Shaw, Raymond Jones, Stephen Tweed and Nick Elliott

In attendance:

Judith Houston	Senior Associate, Mills & Reeve LLP
Chelsea Gilkes	Society staff
Greeshma Suresh	Society staff
Sharon Guy	UK Engage
David Ryan	UK Engage

Howard Seymour calls the Meeting to order

Good morning, everyone welcome to the Society of Operations Engineers, EGM on 2nd September, just after 11am. I would like to express my gratitude to all of those in attendance today both in person and online, I appreciate you all taking time out of your day to attend this EGM.

Please note that this meeting is being held both in person at the Society offices here today, and also online via Zoom and it will be recorded, as you heard on the system.

Before we formally start the meeting, I would like to go through a bit of general housekeeping and safety and explain how online participation will work. But if we have a fire alarm today that is not intended or planned, it's out to the left of the door here for the people in the building and through the front door into the garden and main foyer for the assembly point. So, if any questions arise at any point during the meeting, please use either the chat function to indicate you have a question or post the question in the Q&A section or raise your hand, that would be appreciated. Once we get to the end of the agenda today, we will also then answer each question.



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However, if said question is a separate matter, we will respond to you in writing after the EGM has taken place. We will, of course, try to answer as many of your questions as possible today.

Additionally, if any technical issues occur, please be patient and do not exit the meeting, we have our IT support onsite who will be able to amend the issue and rectify as soon as possible.

I will now formally open the meeting. Welcome everyone to the Extraordinary General Meeting of the Society of Operations Engineers.

I now call on Emma Thompson as Secretary of this meeting to read the agenda.

Emma Thompson

I'll continue. Good morning, everyone. This meeting is convened for the purpose of transacting the following business:

1. to adopt the report and accounts for the financial year ended 31 December 2023; and
2. as special business, to consider and, if thought fit, pass the following resolution to be proposed as a Special Resolution: -

That the articles of association that were uploaded to our website on 7 August 2024, for the purpose of identification marked "A", are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

I confirm that more than twelve corporate members of the Society are present, both in the room and online, and that the meeting has a quorum.

Howard Seymour

Thank you, Emma. I will now handover to the interim Honorary Treasurer.

Michael Sweetmore

Thanks Mr Chairman - The Annual Report and Accounts for 2023. Please note that these are due to be signed in the next few days. Once signed, a copy will be available on the Society website.

I would ask members to note this was included in the EGM notice to adopt the 2023 Annual Report and Accounts therefore we are mentioning this here today.

Going forward, there will be no voting on the Annual accounts as this is not a requirement under law or the Articles (existing or new).

Howard Seymour

Thank you, Mick.

Howard Seymour

I will now read out the proxy voting numbers received for proposing the special resolution.

I can confirm that **160** have voted FOR the Articles of Association proposed changes

I can also confirm that **26** have voted AGAINST changing the Articles of Association



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I can further confirm that **4** have abstained.

I will now ask for those present who have not taken part in the proxy voting, that are in the room and that have joined online to vote on proposed changes to the Articles of Association.

Those in favour?

The Chair asked the Company Secretary, do we have a number online, Emma as well?

The Company Secretary confirmed that UK Engage, who have joined the meeting online, will also be verifying these votes, this may take up to 10 minutes. Just for information.

The Chair confirmed that those in favour online were **4** and **7** in favour in the room so the total number in favour is **11**.

The Chair asked, if anyone was voting against.

It was confirmed that **2** votes were against online, and 0 votes in the room

Is anyone abstaining? In the room and online.

The Company Secretary confirmed that there was none.

I will now call on Emma Thompson to confirm the number of votes, in summary.

Emma Thompson confirmed the voting results as follows:

- **7** people in the room voted in favour.
 - ***Note:** After reviewing the recording, it was determined that the correct number is **7**, not **8** as was mistakenly stated during the EGM.
- **4** people voted in favour virtually.
- **0** people in the room voted against.
- **2** people voted against virtually.
- **0** people abstained, neither in the room or virtually.

The Chair confirmed that the motion is carried by a majority and added, I would like to thank everyone who came in person and dialled in online and also our legal council from Mills and Reeve and also UK Engage, for all their efforts with the volunteers, thank you very much.

Again, the Chair thanked those for attending.

There being no further business, the meeting ended at 11:36.

Howard Seymour
Chair



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Questions and Answers raised at the Extraordinary General Meeting

Q: Member A and Member B asked why they couldn't see or hear the members attending the meeting online.

A: The Board and Legal Counsel provided the following clarifications:

- Online attendees can see and hear the room, including the Trustee Board and physically present members.
- Online attendees can communicate with the Trustee Board and the room via the chat function and ask questions.
- UK Engage, our voting services provider, is online to monitor activity.
- An SOE employee is present in the SOE office to see and hear the proceedings.
- While there is no legal requirement for the room to see and hear online attendees, the Trustee Board agreed that it would be best practice. This provision has been included in the new Articles of Association, and the Society will collaborate with IT to ensure this is implemented for the next EGM/AGM.

Q: Member A asked why the Rules for members were not being voted on as a special resolution at the EGM and therefore circulated with the EGM notice. Member A noted Article 35.3 of the newly adopted Articles of Association, which states that the Society has the power to alter, add, or repeal the rules.

A: Legal counsel provided the following clarifications:

- Under the newly adopted Articles of Association, the Trustee Board has the authority to make the Rules 35.1 (for the proper conduct and management of the Society).
- There is a provision in the Articles of Association that ensures the Rules must not contradict the Articles of Association (Article 35.5).
- If the Society wishes to alter, add, or repeal the rules in the future, this can be done through a general meeting. The mechanism for members to call a general meeting is outlined in Article 12.2, which requires 5% of the members entitled to vote at such a meeting to request it.
- The Rules have not yet been adopted by the Trustee Board and are still in draft form.
- Once adopted, the Articles of Association require the Trustee Board to communicate these Rules to you, which they will do via the SOE website.

Ex Post Facto: The society is pleased to announce that the draft Rules will be published on the SOE's website for member consultation, before being formally adopted by the Trustee Board. This will allow members the opportunity to review and provide their input.

Q. Member A noted that he was concerned that the SOE's Confirmation Statement was overdue on Companies House and asked whether this was because of the accounts for the year ending December 2023 were not signed off by the Auditors.

A. The Company Secretary advised that this was an administrative issue that the Society was facing with Companies House and was in the process of being resolved.

Ex Post Facto: The Confirmation Statement was approximately two weeks overdue, as sated – due to a technical issues - and this has since been rectified.

Q. Member A said, that given he also checked the trustee list on Companies House and on the Charity Commission's website. He read out the names of the trustees on the Charity



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Commission's website, pointing out that they were incorrect, and asked if there was an administration problem with the Charities Commission.

A. The Company Secretary confirmed that there was an administration issue with logging in to Charities Commission for both her and the new Head of Finance and that this was in the process of being resolved.

Ex Post Facto: The Society has resolved the administrative issue and is liaising with those Trustees that are being removed from the Charities Commission website.

Q. Member A inquired about the duration of the issue with the Charities Commission website, noting that the most recent Articles of Association filed were from 2007. Member B questioned which Articles of Association were being referenced in today's adoption of new Articles of Association, purporting that if it's the 2022 Articles of Association, then the vote taken today would be invalid since the latest Articles of Association on the Charities Commission website are from 2007.

A. This question was taken offline.

Ex Post Facto: The Society can confirm the following points:

- ***The administrative issues with the Charities Commission have been resolved.***
- ***The new Articles of Association will be uploaded to the Charities Commission in due course.***
- ***Whether the 2007 Articles of Association or the 2022 Articles of Association were on file at the Charities Commission website at the time of this EGM is irrelevant to the lawful adoption of the new Articles of Association via Special Resolution at today's EGM.***

Q. Member A and Member B said that there was a view that the previous EGM that was held in an unlawful way as those attending virtually could not ask question and noted that they put this to the Society in writing.

A. The Trustees said that this was not a widely held view.

Q. Member B proposed a motion of no confidence in the Trustee Board and Member A requested that the SOE facilitate this as they cannot contact other members.

A: Member B was informed that to bring this motion forward, members need to call for a vote at a general meeting, which requires support from 5% of the membership entitled to vote at such a meeting. The Trustee Board agreed to facilitate this.

Ex Post Facto: Whilst there is no legal requirement for the Trustee Board to facilitate communication between members in this context, the Trustee Board agreed to facilitate this in recognition of the challenges of inter-member contact. Therefore, if you are a voting member would like to support the motion for a vote of no confidence in the Trustee Board, please email this to yonc@soe.org.uk. Let us know by email before 24 October.

There were further questions and observation from members that had participated online and in the room:

Q. Member C asked "In Article 28, there is no mention of remuneration and patrons, and while I appreciate the Society can propose the same terms, such limitation, even to reasonable expenses, and honorarium, should be a feature of the articles, in my honest opinion, I reason



that this could be a potential loophole, given that a patron is near the director, or a member subject to normal terms, that this could expose the society at risk a bit in exceptional circumstances, if I am wrong, I will be please receive such a confirmation that addresses my immediate concerns”.

A. Legal Counsel responded by explaining that remuneration is not typically included in the articles, but it could be considered for inclusion in the rules. The decision on this matter would be made by the Trustee Board.

Q. Member D pointed out that there was a lot of discrepancy between the rules promised and ratified by AFH back in 2022 and proposed Rules.

A: Legal counsel stated that those Rules were never adopted. We are working on a new fresh set of draft Rules which are completely unrelated to those previously drafted by AFH.

Q. Member E asked why online participants cannot be seen or heard and Member B questioned whether the Trustee Board was withholding information and suggested that this might show a lack of transparency in EGMs and AGMs.

A: Legal counsel responded by reaffirming the points already made and noted above.

Q. Member A asked why the minutes from the previous AGM had not been tabled for approval.

A: The Trustee Board and Legal Counsel stated that this was because the present meeting was an EGM and the last AGM minutes would be approved at the next AGM and available to the run up.

Q. Member F asked who could be heard upstairs and said that the chat that didn't work at the start.

A: The Company Secretary confirmed that Jack Spence was upstairs and that the chat was initially switched off but was turned on immediately.

Observation: Member E said: “This meeting is a mess, it should be aborted and properly convened meeting to be organised, you keep trying to change the rules to suit you, it's disgraceful”.

A: The Chair acknowledged the points being raised and affirmed their importance and emphasised that the process is not being adjusted to suit any particular agenda. The Chair also noted that the goal is to create a model that benefits the Society and the organisation as a whole, building on the events of July 2022 to move forward positively. He also highlighted that this EGM has been organised appropriately and that issues regarding data alignment would be addressed immediately, ensuring transparency, openness, and integrity.

Observation. Member C submitted an observation of “I agree, minutes should be produced with a set time of meeting with any changes or observations noted as matters arising at the next appropriate meeting”.

Observation: Member B noted that he had seen three hands raised on Zoom.

A: the Company Secretary confirmed that these questions had been answered and that there were no further questions pending from members online.

Q. Member A requested that the Company Secretary summarised the actions.

A. The Company Secretary agreed to do so.