



fairfield housing
association


Minutes

Special General Meeting (SGM) held on **Tuesday 4th of November 2021**, 6:30pm via Zoom video conferencing

Attendance:	1.	Dorothy MacCloy	Board Member (Elected) (Vice Chair)
	2.	Sandra Cruickshank	Board Member (Elected)
Proxy Votes:	3.	Margaret Morrirt	FHA Member (Proxy)
	4.	Neville Morrirt	FHA Member (Proxy)
	5.	James Taylor	FHA Member (Proxy)
	6.	Ian McLean	FHA Appointee (Proxy)
	7.	Ann Atkinson	FHA Member (Proxy)
	8.	Helen Townsley	FHA Member (Proxy)
	9.	Elizabeth Lindsay	FHA Member (Proxy)
	10.	Martin McDowall	FHA Member (Proxy)
	11.	Carol Lakie	FHA Member (Proxy)
	12.	Sarah Wright	FHA Member (Proxy)
	13.	Kina Connor	FHA Member (Proxy)
	14.	Isobel Reid	FHA Member (Proxy)
	15.	Paula Williamson	FHA Member (Proxy)
	16.	John Mathieson	FHA Member (Proxy)
	17.	Sandra Mathieson	FHA Member (Proxy)
	18.	Kayanna McLean	FHA Member (Proxy)
	19.	Ewa Kurzynska	FHA Member (Proxy)
	20.	Wojciech Smulski	FHA Member (Proxy)
	21.	Amanda McGilligan	FHA Member (Proxy)
	22.	Wendy Leitch	FHA Member (Proxy)
	23.	Rachael Gardner	FHA Member (Proxy)
	24.	Erica Williamson	FHA Member (Proxy)
	25.	George Townsley	FHA Member (Proxy)
	26.	Ian Brown	FHA Member (Proxy)
	27.	Jason Sherrit	FHA Member (Proxy)
	28.	Gail Townsley	FHA Member (Proxy)
	29.	Chrissann Williamson	FHA Member (Proxy)
	30.	Muriel Hunter	FHA Member (Proxy)
	31.	Michael Blythe	FHA Member (Proxy)
	32.	Natalie Ferguson	FHA Member (Proxy)
	33.	Yasmin Forsyth	FHA Member (Proxy)

	34	Ann Strachan	FHA Member (Proxy)
	35	Patricia Ward	FHA Member (Proxy)
	36	Terence Ward	FHA Member (Proxy)
	37	Elaine Jackson	FHA Member (Proxy)
	38	Steffanie Ann Brown	FHA Member (Proxy)
	39	Patrick McCole	FHA Member (Proxy)
	40	Georgina McCole	FHA Member (Proxy)
	41	Roxanne McLaughlin	FHA Member (Proxy)
	42	Nancy Mathie	FHA Member (Proxy)
	43	Helen Dobbie	FHA Member (Proxy)
	44	Alex Dobbie	FHA Member (Proxy)
	45	Gwen Holmes	FHA Member (Proxy)
	46	Donald Holmes	FHA Member (Proxy)
	47	Robert Sinclair	FHA Member (Proxy)
	48	Melissa Hill	FHA Member (Proxy)
	49	Helen Melloy	FHA Member (Proxy)
	50	Carrie Ann Stirton	FHA Member (Proxy)
	51	Thomas Mullen	FHA Member (Proxy)
	52	Stella MacPherson	FHA Member (Proxy)
	53	Alen Gilmour	FHA Member (Proxy)
	54	Amanda Vorster	FHA Member (Proxy)
	55	Ann O'Brien	FHA Member (Proxy)
	56	Gerry McCrossan	FHA Member (Proxy)
	57	Wilma Powell	FHA Member (Proxy)
	58	Terry Powell	FHA Member (Proxy)
	59	Kelly McIntyre	FHA Member (Proxy)
	60	Tanya Ritchie	FHA Member (Proxy)
	61	Leigh Davie	FHA Member (Proxy)
	62	Tammy McLean	FHA Member (Proxy)
	63	Renata Slaby	FHA Member (Proxy)
	64	Judyta Golanska	FHA Member (Proxy)
	65	Jolanta Matusik	FHA Member (Proxy)
	66	Derek Martin	FHA Member (Proxy)
Appointees Attendance:	67	Bob McDougall	Board Member (Appointee) (Chair)
	68	Margaret Vass	Board Member (Appointee)
Staff/Adviser(s) Attendance:		Bill Banks	Chief Executive
		Calum Kippen	Head of Governance
		Mags Lightbody	Lead Transfer Advisor
		Helen Ross	Housing Officer
		Andrew Robinson	Housing Officer
		Paul Green	Housing Manager
		Chloe McElhinney	Customer Service Advisor
Apologies:		Anne McCrossan	FHA Member
		James Vernon	FHA Member
		Carol Vernon	FHA Member

		Tracey Wallace	FHA Member
		Helena Kmiecik	FHA Member
		Hazel Young	FHA Appointee

NO.	ITEM	ACTION																																																																		
1.	Welcome and Introductions																																																																			
	The Chairperson, Bob McDougall, welcomed everyone attending the meeting and was pleased to confirm the meeting was quorate.																																																																			
2.	Apologies																																																																			
	<p>6 apologies were received and noted as above.</p> <p>It was noted that 64 proxy votes were received and noted as below:</p> <p>Special General Meeting 2 - 4th November 2021 Apologies and Proxy Votes (64)</p>  <table border="0"> <thead> <tr> <th>Proxy votes to Bob McDougall</th> <th>Proxy votes to Bill Banks</th> <th>Proxy votes to Helen Ross</th> <th>Proxy votes to Chloe McElhinney</th> <th>Proxy votes to Paul Green</th> <th>Proxy votes to Calum Kippen</th> </tr> </thead> <tbody> <tr> <td>Elizabeth Lindsay</td> <td>Kayanna Mclean</td> <td>Jason Sherrit</td> <td>Elaine Jackson</td> <td>James Taylor</td> <td>Robert Sinclair</td> </tr> <tr> <td>Martin McDowall</td> <td>Ewq Kurzynska</td> <td>Gail Townsley</td> <td>Steffanie Ann Brown</td> <td>Ian McLean</td> <td>Melissa Hill</td> </tr> <tr> <td>Carol Lakie</td> <td>Wojciech Smulski</td> <td>Chrissann Williamson</td> <td>Patrick McCole</td> <td>Ann Atkinson</td> <td>Helen Melloy</td> </tr> <tr> <td>Sarah Wright</td> <td>Amanda Mcgilligan</td> <td>Muriel Hunter</td> <td>Georgina McCole</td> <td>Helen Townsley</td> <td>Carrie Ann Shirton</td> </tr> <tr> <td>Kina Connor</td> <td>Wendy Leitch</td> <td>Michael Blythe</td> <td>Roxanne McLaughlin</td> <td>Margaret Morritt</td> <td>Thomas Mullen</td> </tr> <tr> <td>Isobel Reid</td> <td>Rachel Gardner</td> <td>Natalie Ferguson</td> <td>Nancy Mathie</td> <td>Neville Morritt</td> <td>Stella Macpherson</td> </tr> <tr> <td>Paula Williamson</td> <td>Erica Williamson</td> <td>Yasmin Forsyth</td> <td>Helen Dobbie</td> <td></td> <td>Alen Gilmour</td> </tr> <tr> <td>John Mathieson</td> <td>George Townsley</td> <td>Ann Strachan</td> <td>Alex Dobbie</td> <td></td> <td>Amanda Vorster</td> </tr> <tr> <td>Sandra Mathieson</td> <td>Ian Brown</td> <td>Patricia Ward</td> <td>Gwen Holmes</td> <td></td> <td>Ann O'Brien</td> </tr> <tr> <td></td> <td></td> <td>Terence Ward</td> <td>Donald Holmes</td> <td></td> <td>Gerry McCrosson</td> </tr> </tbody> </table> <p>Proxy votes to Andrew Robinson Wilma Powell Tammy McLean Terry Powell Renate Slaby Kelly McIntyre Judyta Golanska Tanya Ritchie Jolanta Matusik Leigh Davie Derek Martin</p> <p>Apologies Hazel Young Helena Kmiecik Anne McCrossan Tracey Wallace Carol Vernon James Vernon</p>	Proxy votes to Bob McDougall	Proxy votes to Bill Banks	Proxy votes to Helen Ross	Proxy votes to Chloe McElhinney	Proxy votes to Paul Green	Proxy votes to Calum Kippen	Elizabeth Lindsay	Kayanna Mclean	Jason Sherrit	Elaine Jackson	James Taylor	Robert Sinclair	Martin McDowall	Ewq Kurzynska	Gail Townsley	Steffanie Ann Brown	Ian McLean	Melissa Hill	Carol Lakie	Wojciech Smulski	Chrissann Williamson	Patrick McCole	Ann Atkinson	Helen Melloy	Sarah Wright	Amanda Mcgilligan	Muriel Hunter	Georgina McCole	Helen Townsley	Carrie Ann Shirton	Kina Connor	Wendy Leitch	Michael Blythe	Roxanne McLaughlin	Margaret Morritt	Thomas Mullen	Isobel Reid	Rachel Gardner	Natalie Ferguson	Nancy Mathie	Neville Morritt	Stella Macpherson	Paula Williamson	Erica Williamson	Yasmin Forsyth	Helen Dobbie		Alen Gilmour	John Mathieson	George Townsley	Ann Strachan	Alex Dobbie		Amanda Vorster	Sandra Mathieson	Ian Brown	Patricia Ward	Gwen Holmes		Ann O'Brien			Terence Ward	Donald Holmes		Gerry McCrosson	
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3.	Special Resolution on the Transfer of Engagement to Kingdom Housing Association Limited																																																																			
	<p>Bob McDougall, Chair of the Fairfield Management Board advised that this is the second of two SGM to hopefully finalise the transfer of Fairfield Housing Association and all of its interests into Kingdom Housing Association.</p> <p>The final vote tonight follows a long process to find the best future for Fairfield and to negotiate the best deal for our tenants. At SGM 1 on the 19th October 2021, all 76 members present or represented by proxies voted in favour of the transfer.</p> <p>The first matter to deal with is the proxy votes. We received 64 proxy forms within the required deadline. We received no late proxy forms.</p> <p>Bob advised that we will follow the same process as SGM1. The vote on the resolution will be made by poll in accordance with the Rules. Afterwards I will ask Mags Lightbody on behalf of the Secretary to read the resolution, and the voting options and you will then be asked to cast your vote.</p> <p>Bob explained as the meeting is being held virtually, I will read out the name of each person attending the meeting in person or attending as a proxy voter and then ask</p>																																																																			

how they are casting their vote. Where a proxy voter holds more than one vote, I will ask them to confirm how many votes they are casting and again, how these votes are being cast.

The results will be counted and verified by Mags and Calum. We will then announce the result. This should be a quick process.

Bob passed to Mags.

Mags explained that the Secretary was asked by the Board of Management to call this SGM for the following purpose:

The purpose of this meeting is to confirm the Special Resolution of Members Passed on 19 October 2021.

The shareholding membership should consider and if thought fit approve the following resolution as a Special Resolution in accordance with the procedure prescribed in the Co-operative and Community Benefit Societies Act 2014 ss110-111: transferring the engagements of the society to Kingdom Housing Association Limited (FCA registration number: 1981RS; RSL Registration Number: 142; Registered Scottish Charity Number: SC000874):

“This meeting of members of Fairfield Housing Association Limited hereby resolves that the resolution passed on 19 October 2021 by a majority of not less than 75% of the members of the society for the time being entitled to vote, as voted in person or by proxy, be and is hereby confirmed.”

This special resolution will pass if over half of those attending or represented by proxy votes agree to vote in favour of approving the resolution.

When Bob reads your name and invites you to cast your vote or votes, if you are in support of the transfer proceeding, you should respond with “I vote to confirm approval of the transfer resolution”. If you are not in favour of the transfer resolution, you should respond with “I vote against confirming approval of the transfer resolution”.

Mags passed back to Bob.

Each shareholder and those here as proxy voters were invited to cast your vote.

Bob read each name of the members and appointee present with powers to vote at meetings. Then invite staff with proxies Bill (9), Calum (10), Helen (10), Paul (6), Andrew (10), Chloe (10)

Finally the Chairs vote - Bob 9 proxies + your own vote.

At the end of reading out the names, Bob checked with the audience that all those present have cast their votes

Calum and Mags noted on their copies how each vote is cast and tallied the votes for and against the resolution.

	<p>Mags and Calum compared notes and agreed the final voting outcome and signed the master voting record.</p> <p>It was then passed to Bob to read the result:</p> <p>I can confirm 68 members voted YES and 0 members voted NO.</p> <p>We therefore secured the required half of those voting approving the transfer resolution.</p> <p>As this will be the last meeting of the Association Bob proposed the following approach was agreed for the minutes - both sets of minutes (SGM1/ SSGM2) will be made available to all shareholders and we will ask for any corrections from those who attended by 26th November, after which, they will be taken as an accurate record of each meeting.</p>	
4.	Close of meeting	
	<p>Bob McDougall thanked everyone for their attendance and brought the formal business to a close.</p>	

Signed _____ Date _____
(Chairperson)