

**An Extraordinary General Meeting of the Senior Council for Devon  
was held at the ISCA Centre, Summer Lane, Whipton, EX4 8NT on  
Tuesday 20th July 2010**

YW presided – accompanied by AR as her advisor on the procedural and constitutional issues.

1. TSn asked that the items on the agenda be referred back as he felt that members had not had enough time to read and understand the motions.

TSn raised Points of Order relating to the closing date for proxy votes and the lack of consultation of the Local Groups by the Board as required by Article 6.3 of the existing constitution. BD commented that it was important that our processes be “squeaky clean” in terms of applying to the Charity Commission.

AR responded to the points of order. Article 2.1 (relating to meetings of the Assembly) stated that proxy votes must be submitted at least 24 hours before any Assembly meeting. However the proxy votes for the current EGM come under Article 1.8 and this is silent as to timescale. AR considered that the Board decision to have a one week deadline was not unreasonable – given the administrative work required of the SCfD staff to process the proxy forms. Article 6.3 refers to consultation on changes to the structures of the local groups whereas the current motions do not propose any changes to those groups – only to the parent body, SCfD as a whole. Indeed, the proposed articles repeat section 6 of the existing Articles with only minor drafting amendments. Thus there was no clear cause to invalidate the meeting.

That said, it was up to those present to decide whether or not they were in a position to proceed to address the substantive issues – and that would include the point raised by BD. AR would suggest that the meeting vote on that issue as a procedural motion.

2. Following some further discussion AM proposed that the meeting proceed with the proposals as on the agenda. GN seconded.

Voting: For 68      Against 5      Abstentions 6

3. RT gave a condensed presentation outlining the motions and the reasons for the changes.
4. A debate on each of the three motions then followed.

- i) Motion 1: That the Senior Council for Devon registers as a charity.

TS said that the Honiton branch did not want to become part of a charity. CH felt that if DCC and the NHS wouldn't pay then becoming a charity was disgusting. GN disagreed saying that we could obtain money to continue our existence or else we would lose our voice and she wanted to be part of that voice. SCfD needed to fight to continue to get funding from the DCC and NHS and if that was not possible the SCfD could not just fold. BB said that he worked on behalf of two charities and they are both doing very well. MW said that she supported charities and didn't feel embarrassed about it. She thought that it would be extremely sad to let the SCfD fold just because it would be embarrassing to be a charity and as long as she could give her time as a volunteer she would carry on. She also felt that after all of the hard work that had been done then the SCfD should aim to become a charity.

TSn thought that the meeting was discussing the wrong things and that it was not the right time or the right decision. He said that a changing political climate with all of the proposed cuts meant that we needed our voice as never before and did the meeting think that by becoming a charity we would have a stronger voice? The response from the meeting was 'yes'. TSn did not agree

and said that the government was not interested in charities that want to campaign - and that it was not really the function of charities to campaign. He pointed out that the government were only interested in their core objective which was to provide a voice of older people. It was a highly competitive world and that some charities were collapsing and how were the SCfD going to compete with the "little collecting tins" charities or those who were tying in with large corporations (e.g. Age Concern and Eon)?

Proposer PD    Seconded GB

Voting (including all proxy votes):

For 171            Against 13            Abstentions 4

- ii) Motion 2: That the revised Memorandum and Articles of Association for the Senior Council for Devon (Company No. 06538562) as present on the table before the meeting be adopted.

RR objected very strongly to the point regarding the appointment of the chairman and thought that this motion should be rejected. AR said that it was a 'take it or leave it' decision on these articles – at THIS meeting - and that it was possible for the meeting to decide to reject them. AR explained that on this particular point it would be possible to approve these articles now and bring forward to the AGM proposals for further changes to the Articles to be voted on at that meeting. Changes could be made at a later date - and the

AGM would be the next opportunity. TT pointed out that when you are talking about electing someone as opposed to appointing, it would not be someone of whom that no-one has any knowledge. All of the membership will have voted on the members of the Board. BD said that there were a number of people concerned about the changes to the Articles. AR explained that the difficulty was that TODAY the members had either to accept or to reject the proposed Articles. These Articles (if approved) would be applicable at the AGM and at the AGM further amendments could be made – one person, one vote – and all members could turn up and make the changes to the Articles at the AGM. There would be no opportunity to do this beforehand unless another EGM was held before the AGM. DP said that it had always been the prerogative of the members to request an EGM providing that a sufficient number of people signed the request. AR said that the business had to be notified in advance and that no items could be added to the day's agenda.

Proposed BB Seconded MW

Voting (including all proxy votes):

For 164                  Against 10                  Abstentions 7

iii) Motion 3: That the number of Directors be limited to ten.

There was no debate on this motion.

Proposed JC Seconded JD

Voting (including all proxy votes):

For 177                  Against 2                  Abstentions 8

The meeting commenced at 10.30 and concluded at 12.25

YW closed by thanking everyone for their attendance and reminding the meeting of the challenges ahead.