

**Minutes of a Special General Meeting  
held at 9.00am on Friday 19 February 2021  
Wisley**

**Members of Council present at Wisley:**

Mr Keith Weed (President)

**Also present:**

Sue Biggs (Director General)

Stacey Bailey (Company Secretary)

A total of 3 members were present.

**1. Special General Meeting**

- 1.1 The President opened the Special General Meeting (SGM) of the Royal Horticultural Society. It was noted that due to the current Covid-19 restrictions a closed meeting to announce the results of the poll on the proposed changes to the Bye-laws was being held.
- 1.2 The President noted that the quorum for the SGM was 100 members. As 3 members were present, the beginning of the formal SGM would be adjourned for 30 minutes. The SGM may then, under the RHS Bye-laws, be reconvened with the quorum being the number of members present.

**2. Results of the poll on the proposed changes to the Bye-laws**

- 2.1 The resolution proposed by Council in the Initial Change Notice was that in exceptional circumstances (to be determined by Council), Council may waive the requirement for a person seeking election as an ordinary member of Council to have been an individual member of the Society for three years prior to the date of nomination.
- 2.2 Council received 11 proposed member amendments to the originally proposed change, with one subsequently withdrawn.
- 2.3 The member amendments received were:
- i. That the Bye-laws remain unchanged (two members);
  - ii. That the Bye-law include a limit on how many members of Council can be elected with less than three years' membership (three members);
  - iii. That the circumstances under which the provision can be used are defined as 'regarded by the Council as exceptional' (one member);
  - iv. That Council be required to demonstrate the exceptional circumstances when the provision is used by providing a statement to members evidencing the need to waive the three-year requirement (two members);
  - v. That the Bye-law be amended to require all candidates to have been a member for one year only at the date of nomination (two members)

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2.4 The Nominations, Appointments and Governance Committee, and Council, considered the responses received and agreed to support a limit on how many members can be elected with less than three years' membership, the circumstances being defined as 'regarded by Council as exceptional' and a requirement to provide a statement to members.

2.5 Council therefore proposed one revised amendment to members for approval, that in circumstances regarded by Council as exceptional, Council may support the election of a member to Council who has not been an RHS member for three years, provided that they are a member at the date of nomination and that at least two-thirds of the ordinary members of Council is always made up of individuals who had been RHS members for three years at the time of their nomination. In such circumstance, Council will also be required to provide a statement to members in the notice of the election outlining the reasons why it has used this provision.

2.6 Adoption of this resolution would have the following effect on the Bye-laws:

Existing Bye-law 6.3

Those seeking election as an ordinary member of Council must:

- (a) have been an individual member of the Society for three years prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office or, in exceptional circumstances (as defined by Council) have been an individual member of the Society for one year prior to the date of nomination (being the date that the nomination is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office.

Delete and replace with:

Those seeking election as an ordinary member of Council must:

- (a) have been an individual member of the Society for three years prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office but Council may waive the requirement for a person seeking election as an ordinary member of Council to have been an individual member of the Society for three years prior to the date of nomination where all of the following conditions are met:
  1. There are circumstances regarded by Council as exceptional which justify the requirement being waived;
  2. Council includes in the notice of the election a written statement outlining the reasons why it is satisfied that there are exceptional circumstances which justify the requirement being waived; and
  3. If the individual in question is elected, at least two-thirds of the ordinary members of Council remain individuals who had been RHS members for three years at the time of their nomination.

2.7 Voting was carried out by electronic poll with Civica Election Services (CES) acting as external scrutineers.

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- 2.8 The President declared the results of the vote on the proposed amendment of the Bye-laws.

For	3120
Against	669
President's discretionary votes (For)	79

- 2.9 Accordingly, the President declared that the resolution had passed and noted that the amendment would take effect immediately.
- 2.10 The President thanked all members who had voted on the poll through online voting. Despite the challenges of holding a meeting during lockdown the President reported that he was pleased that we have received votes from more members in relation to this resolution than at any other General Meeting of members. The President continued that the Society will investigate how we can incorporate online voting procedures and other digital means to encourage ever greater member participation in the future, alongside traditional postal ballots and in person attendance at meetings, when this is once more allowed. We will also continue to include information on all member meetings in The Garden magazine as well as on the website, via email and other channels.
- 2.11 The President further outlined that the Society is also planning to undertake a review of our Bye-Laws, which need to be brought up to date and in some cases be made clearer by being rewritten in plainer language. The review will commence this year and will include a consultation phase during which members can provide comments or propose amendments ahead of a vote at the 2022 AGM.
- 2.12 It was noted that the change to the Bye-laws was a power and not a requirement. In continuing to listen to members views Council had therefore decided to amend the Regulations for Election to Council to allow for a maximum of two ordinary members of Council that were members for less than one year at the date of nomination (at any one time) thereby introducing the changes to the Bye-laws in a measured way pending the full Bye-law review.
- 2.13 The President concluded that for an organisation such as the RHS, our members are our life blood, and we are putting substantial effort and investment into ensuring that we can communicate with all members as effectively as possible through a range of different channels.

**3. Close of SGM**

- 3.1 The President drew the formal proceedings of the SGM to a close.

**END**