**Minutes of Thursday the 19 December 2024 Special General Meeting (SGM)**

**Hybrid in-person/virtual meeting, Nexus House**

**Present at the AGM: -**

**Share members**

|  |  |  |
| --- | --- | --- |
| Keith Wood | Lynda Sagona | Jayne Rose |
| Kevin Ward | Chris Sutton | James Tarrant (virtual) |
| Emmanuel Betokomela (virtual) | Mike Usher (virtual) | Guy Stenson (virtual) |

**Share members (proxy voted)**

|  |  |  |
| --- | --- | --- |
| Christopher England | Peter Hamill | Ann Roberts |
| Terence Roberts | Paul Everitt | Denise Giddings |
| Lindsey Hayes | Darren Newman | Brenda Secker |
| David Johnson | Nigel Garbutt | Carolyn Barnett |
| Shirley Phillis | Vivian Beagan | Michael Moore |
| Nicola Somerville | Mark Harris | Deborah Loosmore |
| Alex Stephenson | Jane Mudd | Christian Cadwallader |
| Dale Walker | Andrew Gregory | Jenifer Baxter |
| Sarah Croft |  |  |

**Colleagues**

|  |  |
| --- | --- |
| Ceri Doyle | Chief executive officer (CEO) |
| Gareth Yeoman-Evans | Interim deputy chief executive officer |
| Sonia Furzland | Executive director of operations |
| Matthew Davies | Executive director of development |
| Joanna Fairley | Deputy director of governance & Company secretary |
| Rachel Moss | Head of communications |
| Ben West | Governance & compliance manager & minute secretary |
| Joanna Goodman | Governance & compliance officer |

|  |  |
| --- | --- |
| **1.** | **CEO welcome and introductions** |
| 1.1 | The CEO opened the meeting at 17:00 welcoming share members and colleagues attending both in person and virtually, to the special general meeting (SGM). |
| 1.2 | Acknowledging the SGM’s hybrid approach that facilitated improved accessibility, the CEO set out the evening’s proceedings, highlighted key housekeeping rules and confirmed deletion of the SGM recording would follow completion of the draft minutes. |
| 1.3 | The CEO continued, advising that colleagues and board members would be available following the meeting to answer questions, and went on to introduce the chair, before summarising the agenda for the ‘business only’ meeting. |

|  |  |
| --- | --- |
| **2.** | **Board chair welcome** |
| 2.1 | The chair welcomed and thanked share members for joining the SGM both virtually and in person and described the special resolutions presented to members as the accumulation of the work undertaken over the previous year to progress the merger with Melin Homes. |
| 2.2 | The chair drew share members’ attention to the Devonshires legal note, included in the SGM pack, that highlighted the process that would be undertaken to effect the merger and the proposals to adopt a new legal name and a revised version of the association’s Rules. |
| 2.3 | Before commencing official proceedings, the chair took the opportunity to outline the work undertaken on the operational name and branding for the new association, with the draft Rules presenting a proposed legal name of Tai Hedyn Ltd that was subject to share member approval, and passed to the CEO to present slides on a new brand for the merged association, using the operational name of Hedyn. |

|  |  |
| --- | --- |
| **3.** | **Name change presentation** |
| 3.1 | The CEO highlighted the reasons for merging with Melin Homes that would provide improved services to communities and customers and maximise colleague opportunities. |
| 3.2 | Building on the four strategic priorities agreed by the board and interim board, the CEO outlined the work of the external branding agency in developing a new name and brand for the merged organisation, drawing attention to customer and stakeholder engagement completed over several months of consultation. |
| 3.3 | The CEO announced the proposed brand name, ‘Hedyn’, recommended by the board and interim board, which conveyed the new organisation’s purpose and ambition and went on to present Hedyn’s vision, mission and values to share members. |
| 3.4 | Playing a short video that encapsulated what the new organisation would mean for communities, customers and colleagues, the CEO concluded the presentation, asking members for discretion prior to an external brand launch in early 2025, before pausing for questions. |
| 3.5 | A share member asked for the English meaning of the name ‘Hedyn’, with the CEO confirming it as seed and growth. A share member highlighted alternative translations and in response to further questioning the CEO provided additional detail on the interpretation and representation of the brand. |

|  |  |
| --- | --- |
| **4.** | **New rules presentation** |
| 4.1 | Drawing attention to the board’s briefing note, part of the SGM pack, which set out background information on adopting a new set of Rules, the CEO informed share members of the reasons for the recommendation that would support delivery of the merged association’s strategic vision and growth ambition with an updated set of Rules that was needed, irrespective of the merger. |
| 4.2 | The CEO went on to outline the customer engagement referenced in the board briefing note and reflected in the Customer Promise, highlighting the customer engagement undertaken on the merger proposals that informed the proposed new name and strategic direction. |
| 4.3 | The CEO opened to share members for questions and points of clarity on the new Rules and there being no questions the CEO passed back to the chair to commence the formal meeting. |

|  |  |
| --- | --- |
| **5.** | **Apologies for absence** |
| 5.1 | The chair confirmed that apologies had been received from the following 17 share members, which would be recorded in the minutes for ratification at next years Annual general meeting (AGM):   |  |  |  | | --- | --- | --- | | Alan Cohen | Paul Everitt | Denise Giddings | | Lindsey Hayes | Darren Newman | Brenda Secker | | David Johnson | Nigel Garbutt | Dale Walker | | Andrew Gregory | Jenifer Baxter | Sarah Croft | | Terence Roberts | Vivian Beagan | Michael Moore | | Mark Harris | Deborah Loosmore |  | |

|  |  |
| --- | --- |
| **6.** | **Item 1 – Change of name** |
| 6.1 | Informing share members of the two-thirds majority required to successfully pass the resolution, the chair asked share members to vote that the legal name of the association be changed to Tai Hedyn Limited, subject to registration by the Financial Conduct Authority, with effect from 1 April 2025 or such later date as the name change is registered by the Financial Conduct Authority. |
| 6.2 | The chair confirmed the successful outcome of the show of hands and proxy vote of 26 in favour and eight against for changing the legal name of the association to Tai Hedyn Limited, subject to registration. |

**Resolution: Share members approved that the legal name of the association be changed to Tai Hedyn Limited, subject to registration by the Financial Conduct Authority, with effect from 1 April 2025 or such later date as the name change was registered by the Financial Conduct Authority.**

|  |  |
| --- | --- |
| **7.** | **Item 2 – Adoption of the new Rules** |
| 7.1 | Informing share members of the three-quarters majority required to successfully pass the resolution, the chair asked share members to vote that in accordance with Rule G12 of the association’s Rules, with effect from 1 April 2025 (or, if later, on the date on which this resolution is registered by the Financial Conduct Authority) the Rules of the association would be rescinded and replaced in their entirety with the Rules circulated with the notice (the new Rules) and that the resolution would have no effect until every necessary consent, approval or other required authority to the new Rules had been obtained from any funder of the association (confirmation of which would be evidenced by written confirmation of the secretary of the association). |
| 7.2 | The chair confirmed the successful outcome of the show of hands and proxy vote of 31 in favour and three against for adopting the new Rules, subject to registration. |

**Resolution: Share members approved that in accordance with Rule G12 of the association’s rules, with effect from 1 April 2025 (or, if later, on the date on which this resolution is registered by the Financial Conduct Authority) the Rules of the association would be rescinded and replaced in their entirety with the Rules circulated with the notice (the new Rules) and that the resolution would have no effect until every necessary consent, approval or other required authority to the new Rules had been obtained from any funder of the association (confirmation of which would be evidenced by written confirmation of the secretary of the association).**

|  |  |
| --- | --- |
| **8.** | **Item 3 – Signing of the new Rules** |
| 8.1 | Informing share members of the simple majority required to successfully pass the resolution, the chair asked share members to vote that any three of the shareholders of the association be appointed together with the secretary to sign the new Rules and to accept any alterations made by the Financial Conduct Authority or agree to any requirements they may have for registration of the new Rules without further consulting the association. |
| 8.2 | The chair confirmed the successful outcome of the show of hands and proxy vote of 30 in favour and four against for any three of the association’s share members to sign the new Rules together with the company secretary, accepting any alterations made by the Financial Conduct Authority without further consultation. |

**Resolution: Share members approved any three of the shareholders of the association be appointed together with the secretary to sign the new Rules and to accept any alterations made by the Financial Conduct Authority or agree to any requirements they may have for registration of the new Rules without further consulting the association.**

|  |  |
| --- | --- |
| **9.** | **Board chair conclusion** |
| 9.1 | The chair closed the SGM at 17:21, drawing attention to the active involvement of the association’s colleagues and customers throughout the process, and was delighted to confirm approval of the new legal name and rules for the merged association from 1 April 2024, thanking members for attending and contributing to the meeting. |