



# Socitm EGM minutes

24 January 2023, meeting started at 12:30

*Taken by David Ogden, Engagement director, Socitm*

## Participants

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Adrian Gomez	Jos Creese
Adrian Gorst	Josh Hadley
Adriana Toma	Kevin Taylor
Aimie Francis	Lauren Sheppard
Alexandra Murphy	Liz Lucas
Alistair Taylor	Lynne Harris
Barbara Munden	Magdalena Werner
Barry May	Mark Lumley
Benjamin Hughes	Martin Duncan
Carol Williams	Matt Canterford
Caroline Harper	Matt Lewis
Christopher Harris	Matthew Fraser
Claire Field	Nadira Hussain
Craig Wilkins	Nita Sparkes
Dan Elias	Peach, Glyn
Dave Lindsay	Peter Firth
Dave Sanderson	Poppy Whelan
David Bell	Rahna Riley
David Gill	Sam Smith
David Ogden	Simon Klee
Dominika Szulim-Wronek	Steve Langrick
Emma Rudd	Tass Smith
Hazel Lewis	Tony Colson
Helen Magee	Tony Doyle
Huw McKee	William Barker
Iftaz Hussain	Yogita Popat
Jordan Mason	

## Meeting purpose

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To allow Socitm members to vote on resolution changes to the current articles of association. This is to allow Socitm to take the next steps in pursuing a long-term ambition of becoming a charity.

## Announcements

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Socitm CEO Nadira Hussain made the group aware the session would be recorded, and David Ogden is taking minutes.

## Opening welcome

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Socitm president Huw McKee welcomed attendees to the meeting. Huw confirmed the aims of the meeting; to discuss Socitm pursuing the next steps of becoming a charity and this meeting's part in that process. He described how the President's team will become trustees if Socitm is successful in becoming a charity.

Huw explained the charity application has been part of board discussions for several months. He went on to say how well informed the board have been and as a group they felt the work achieved so far has been very professional and is a positive move for the society.

He finished by confirming the required numbers to form a quorum (which is 30 members) was present on the meeting. This was confirmed as 51 members at the time of 1235.

He handed over to Nadira Hussain to chair the rest of the meeting.

## Main meeting

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Nadira welcomed the group.

She gave further context to the meeting, how becoming a charity will benefit the society going forward. She also explained the process of the meeting and the resolutions to cover and vote on.

## Why charity status, why now?

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Nadira explained the lifetime ambition of Socitm to become a charity, having tried three times in 1994, 1998 and in 2001. Previously the society did not have the resources or infrastructure required to undertake the necessary work in readiness for an application to the charity commission.

Nadira also confirmed how becoming a charity reinforces Socitm's aims of being for public good and investing any surplus funds back into the organisation for public benefit. This included the benefit of not having to pay any corporation tax.

She also touched on the ambition to launch a Socitm institute, which will be known publicly as Socitm Inspire. It is critical Socitm becomes a charity for the organisation to develop a successful institute as this will allow attraction of funding not previously possible.

Nadira then talked around the governance changes which would take place if charity status is granted. This included:

- A board of trustees being established, which would stand-up from May 2023. CEO will report to the board.
- If Socitm is ever wound up, proceeds would be donated to another appropriate charity.
- Each corporate member will now have one vote rather than an individual basis.

Subject to agreement from members the articles, governance etc will be submitted to the Charity Commission for approval before going to HMRC.

At 1241 Nadira asked for any feedback to what she had briefed.

**Glyn Peach asked** – where do the assets go now if Socitm Ltd was to wind up?

**Nadira:** They would go to members.

**Glyn asked:** Do members know what the assets are?

**Nadira:** It is detail we can make available when we share the notes of this meeting.

**Glyn** then asked a supplementary question about what back up plan was in place in case Socitm failed in its bid to become a charity. Nadira explained the fall back is we remain as we are. However, it becomes limiting to seek funding which is why we are looking to change.

**Tony Colson** made three points. He asked if the objects of the charity were being restricted to the UK sector or international; what the plan is for voting in future for individual members and the role and relationship with Advisory.

**Nadira** answered in the order of the points given. She confirmed the aim is to be as inclusive as possible with voluntary and enterprise sectors so that relationships can continue and go beyond the UK, which in turn will benefit the work we want to deliver through the institute.

On the second point; there are only a handful of individual memberships who are important to us and we will work to make sure they are not excluded as we can't afford to lose them.

Finally, Nadira confirmed Socitm Advisory will remain a separate entity.

**Nadira** then ended questions and asked the group to vote on the special resolutions to seek approval to ensure we meet the rules and requirements of charity status.

## Resolutions

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### Special resolution 1:

Objects of the charity.

For: 45 hands.

Against: 0

**Adrian Gomez** asked in the chat section how much tax would have been avoided year on year since 2001. Nadira replied to say she would need to look at the accounts and come back.

*Supplementary answer - The assets are reported at the AGM every year and are in the balance sheet in the financial report. They were £823,000 in the report last year. The accounts haven't been finalised for 2022 yet.*

*To have built assets of £823,000 a fair calculation is that Socitm would have needed to earn a surplus of over £1m on which the tax would have been £190,000.*

**Rahna Riley** asked in the chat whether there any documents about what services will be delivered through the charity and commercial arms. Nadira responded by confirming we will continue to deliver in both areas, but this detail is very much work in progress, the institute will enhance and bring clarity to this.

**Special resolution 2:**

Amended articles of association to be adopted:

For: 47 hands

Against – 0

**Special resolution 3:**

Change name from Socitm Ltd to Socitm.

For: 45 Hands

Against – 0

**Special resolution 4:**

The company be authorised to apply to the Charity Commission to become a charity

For: 44

Against – 0

At 1303 Nadira thanked everyone for their attendance and closed the meeting. She took an action to follow-up further questions and confirmed answers will be sent with the minutes.

**Additionally, Adrian Gomez posted the following questions in the chat:**

So far, I have heard articulated the benefits to us with a charity status, however what are the benefits to other charities? E.g. Free consultation services for charities and voluntary organisations? Etc.

This is still to be determined. We already have a key member of our Midlands region working for a charity. We will use the opportunity to have conversations with him going forwards to understand how we may be as attractive as possible for other charitable institutions.

Will salaried staff work for Socitm (Commercial) or Socitm (Charity)?

Salaried staff will work for the charity in the main – that is where we will be conducting our main business. The commercial organisation will be the place we hold revenue and funding.

**The EGM ended at 13:05**

**Signed by David Ogden**

A handwritten signature in blue ink, appearing to read 'David Ogden', with a horizontal line drawn through the middle of the signature.