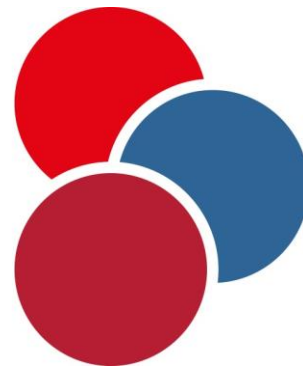


British Society for Haematology

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The British Society for Haematology General Meeting

Held on Tuesday, 29 September 2020 at 09:30am by Zoom meeting

Present:

Professor Adele Fielding (President and Chair), Dr Josh Wright (Vice-President), Dr Jim Seale (Secretary), Dr John Ashcroft (Treasurer), Dr Humayun Ahmad (Ordinary Trustee), Dr Fergus Jack (Ordinary Trustee), Mr Huw Rowswell (Ordinary Trustee), Ms Kate Fielding (Lay Trustee), Mr Trevor Jones (Lay Trustee), Mr Keith Ward (Lay Trustee), Dr Kingsley Akaba, Dr Satarupa Choudhuri, Ms Sarah Jordan, Dr Timothy Littlewood, Professor Dora Mbanya, Dr Annette Nicolle, Dr Ruhul Quddus, Professor Cheng-Hock Toh, Dr Saidu Yakubu

In Attendance:

Ms Katy Amberley (Chief Executive), Mr Maxwell McCreton (Facilities and Team Support Officer), and Mr Oliver Smith (Technical and Governance Manager, taking Minutes).

1. Welcome

Professor Adele Fielding welcomed everyone present to the meeting.

2. Quorum

Professor Fielding confirmed that the requirement for a quorum (more than 7 voting members) was met.

3. Presentation of the Special Resolution to adopt the new Articles of Association

Professor Fielding stated that the Board's impetus for proposing changes to the Articles of the Association came from inflexibilities highlighted by the COVID-19 pandemic.

Professor Fielding and Dr Seale provided a brief overview of the changes to be made to the Articles of Association, listed below:

- Revision of Trustee appointment process so that succession can occur even in the event that the ASM is postponed or cancelled
- Greater flexibility around holding the annual conference, capacity for hybrid General Meetings and the power for the Board to make decisions by email
- Greater capacity for delegation of Board powers, particularly around the delegation of membership application reviews to staff overseen by the Nomination, Governance and Awards Committee.

Professor Fielding asked the members present if anyone had any questions; Dr Littlewood queried whether the vote could be challenged as it was carried out virtually rather than in person. Ms Amberley reaffirmed that, as company registered with Companies House, the Society could carry out a virtual General Meeting and electronic poll under the Corporate Insolvency and Governance Act 2020.

Ms Amberley explained that the vote would be conducted by electronic poll through the BSH website.

Professor Fielding read out the special resolution as follows,
'It is hereby resolved by way of special resolution that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company'.

Professor Fielding asked the members present to vote in favour of and against the resolution via the online poll.

The special resolution of the Company to adopt amended Articles of Association for the Society was passed by a unanimous 17 votes; this included two proxy votes instructing Professor Fielding to vote on behalf of members in favour of the resolution.

[ED: during the meeting the total was 18 votes in favour of the special resolution including proxy votes, but OS later confirmed one person had voted twice. The true total is therefore 17 votes in favour of the special resolution.]

4. Any other business

There was no other business discussed. Professor Fielding called the meeting to a close.



Professor Adele Fielding
President, BSH