

## **Minutes of the Extraordinary General Meeting held on 28 July 2016**

**Charles Darwin House, 12 Rogers Street, London WC1N 2JU**

In attendance:

Kenneth Allan	Jonathan Bannister	Adam Cook	Merrick Denton-Thompson
Noel Farrer	Carolin Göhler	Edward Hutchison	James Lord
Susan Lowenthal	Colin Moore	Martin Page	Susan Sljivic
Eleanor Trenfield	Mary McHugh	Staff in attendance:	Phil Mulligan (CEO)
Andy Wallace	Lauren Tubb	Emma Wood	

The chair of the meeting, Merrick Denton-Thompson, LI President opened the meeting. He said that at an EGM in July 2015, members discussed and voted on 12 proposed changes to our governing documents. Of those 12, 11 received more than two thirds majority in favour, which is required for governance changes. Those 11 have been incorporated into the proposed revised Royal Charter, By-Laws and Regulations upon which we are voting. We are not here to debate, we are here to vote.

Comments and questions from the floor:

Edward Hutchison:

- Where do the 9 points in the published summary fit in to these documents? Phil Mulligan responded that the motions being voted on are to adopt the [governing] documents, rather than the list of changes. Those individual changes were approved in principal by the membership in July 2015.
- Where is point 2 regarding the threshold for calling an EGM? PM responded that it is incorporated into the By-Laws. If you want to vote against this you need to vote against the proposed By-Laws.
- Where is point 5 regarding changing 'Landscape Architecture' to 'Landscape Practice'? PM responded that it is referenced throughout the by-laws and regulations.
- Motion 4 allows the Board to adopt changes by Privy Council that do not change the spirit of Charter. Merrick Denton-Thompson confirmed that he would not allow any changes that altered the spirit. Privy Council have already given their approval of the documents – any changes would only be for clarification.
- Point 5 of the published summary of changes regarding the change of name to Landscape Practice from Landscape Architecture: What is IFLA Europe's view? Merrick Denton-Thompson responded that the proposed change is about being inclusive, about recognising the broad range of practice within the LI. We are not aware that this is an issue for IFLA Europe – Noel Farrer and Ian Phillips attend IFLA Europe conferences.

Adam Cook: How many will 3% of members be? Phil Mulligan responded that the new members' website will say in real time how many corporate members there are, and people will be able to see on a daily basis. Members will be able to campaign across the whole organisation with the new members' directory and within branches.

Merrick Denton-Thompson summed up by saying that it was the Board's job to listen to members all the time so that EGMs would no longer be required so often, except in special circumstances.

Members were invited to vote using the ballot papers issued.

After voting, the votes cast in the room were counted by Andy Wallace and Emma Wood. The chair opened the summary of proxy votes cast and those figures were added to the votes cast in the room. The result was as follows:

Motion number	Motion		For	Against	Abstain
<b>Motion 1 (Amendment of Royal Charter)</b>	Subject to the passing of Motion 4, the Royal Charter of the Landscape Institute be amended as set out in the marked-up revision of the Royal Charter produced to the meeting.		190	13	1
<b>Motion 2 (Revised By-Laws)</b>	Subject to the passing of Motions 1, 3 and 4, the draft revised By-Laws of the Institute produced to the meeting be adopted as By-Laws of the Institute in substitution for, and to the exclusion of, the existing By-Laws of the Institute.		190	13	1
<b>Motion 3 (Revised Regulations)</b>	Subject to the passing of Motions 1, 2 and 4, the draft revised Regulations made by the Board and produced to the meeting be adopted as the Regulations of the Institute in substitution for, and to the exclusion of, the existing Regulations of the Institute.		190	11	1
<b>Motion 4 (Privy Council approval and implementation)</b>	<b>A</b>	The Board of the Institute be authorised to agree any changes to the wording of the amendments to the Royal Charter and the revised By-Laws which are subsequently required by the Privy Council (and any consequential changes to the revised Regulations) in the interests of clarity or consistency, provided that any such changes do not affect the spirit or intention of the proposed changes.	189	12	1
	<b>B</b>	The amended Charter and revised By-Laws and the revised Regulations shall take effect at the date of approval by the Privy Council of the amendments to the Royal Charter and the revised By-Laws, or at such date thereafter during 2016 as the Board of the Institute may determine.	187	11	1
	<b>C</b>	The Board of the Institute shall have authority to approve transitional arrangements which it considers reasonable, necessary or desirable to ensure the effective implementation of the amendments to the Charter and the revised By-Laws and Regulations.	187	13	1

The chair announced the result, declared that all motions were carried and closed the meeting.