



## THE DULWICH SOCIETY

### **MINUTES of the SPECIAL GENERAL MEETING of the Society held on 27<sup>th</sup> June 2022 at The Crown and Greyhound, 73 Dulwich Village, London, SE21 7BJ**

Present: 21 members.

#### 1. Introduction from the Chair and apologies for absence

The Chair, James Thompson, welcomed everyone to the SGM and introduced the other members of the Executive Committee who were present: Kenneth Wolfe (President); Patsy Bramble, Chair of the Licensing sub-committee, who has completed much of the work on the new draft Rules; Sue Badman, Vice Chair; Heather Stubbs, Secretary; Penny Stern, Chair of the Planning & Architecture sub-committee; Peter Roseveare, Chair of the Wildlife sub-committee; Brian Green, Journal Editor; Ian McInnes, Chair of the Local History sub-committee; David Beamish, Chair of the Trees sub-committee and Diana McInnes, Membership Secretary.

Apologies were received from Russell Lloyd, (Treasurer), Jeremy Prescott (Chair of the Gardens sub-committee), Harry Winter, (Chair of the Travel & Environment sub-committee).

The Chair proceeded to outline the agenda which consisted of a presentation on the new draft Rules, discussion and question and answer session, followed by a proposal that the Society adopts the new rules with immediate effect and a vote.

The Chair said that the current Rules were adopted in 1964 and were last amended in 2019. New Rules were required in order to bring them up to date. He outlined the new Rules under 3 headings: Modernisation, Transparency and accountability and Rules that are not changing.

#### a) Modernisation

The new Rules will enable:

- new members to sign up on the website
- meetings to take place on Zoom (allowable by the Charity Commission during the pandemic but this now needs to be codified)
- electronic voting

- Executive Committee to make decisions by email where necessary to facilitate speedy decision-making
- Proxy voting
- Longer notice period for SGMs called by members to provide more time for the Secretary to issue the necessary communications to members, book accommodation, etc.
- Provision for two additional Executive Committee members to give scope for developing different areas

b) Transparency and accountability

Proposed Rule changes which would enhance transparency and accountability are:

- Retirement by rotation; a third of Executive Committee members will resign each year but will have an option to re-apply
- Codification of decisions made at the 2021 SGM regarding publication of minutes
- Introduction of terms of reference for sub-committees
- Development of a Code of Conduct. Charles Cary-Elwes (CC-E) asked which clauses related to the Code of Conduct. The Chair said clauses 4.2c and 7.4 of the new Rules refer to the Code of Conduct. CC-E said the phrase Code of Conduct was not included and the wording gave the Executive Committee considerable discretion to withdraw membership. The Chair said he would address this when discussing conduct.
- A rule requiring a policy on safeguarding of members' data. The Society complies with GDPR but this now needs to be codified.
- Clarification of the role of President
- Removal of the role of Vice President. (Only one remains in post).

c) Elements of the current Rules which will not change

- The Objects and mission statement of the Society - to foster and safeguard the amenities of Dulwich (covered in Clause 2 of the current Rules) will not change.
- The legal entity will not change and the Society will remain an unincorporated charity.

- No fixed term has been introduced for Executive Committee members although they will resign by rotation.

### Conduct and Behaviour

The Chair said the Committee had issued a Statement on Unacceptable Behaviour in March 2022, which was sadly necessary due to the behaviour of a few individuals and the need to achieve redress for transgressions. This was the main reason for the new clauses 4.2c and 7.4 enabling the Executive Committee to withdraw membership in such instances.

The Chair said the proposed new Rules were designed to facilitate the proper functioning of the Society, the Executive Committee and the sub-committees.

### Voting Procedure

The Chair said voting would take place under the current Rules, by a show of hands, with one vote per household, and a single vote covering the full set of new Rules. To facilitate this, each member eligible to vote had been issued with a voting slip to hold aloft when the vote takes place. In order to be approved, two thirds of those present and eligible to vote must vote in favour of the proposed new Rules. He announced that the meeting was quorate, a quorum for an SGM being 15 members. (20 will be required under the proposed new Rules).

No amendments can be taken during the meeting as it would be necessary to submit any changes to the membership and hold a new SGM with 21 days' notice.

2. Proposal: That the Society adopts with immediate effect the new Rules displayed in draft on the Society's website.

### Questions and Discussion

Clive Rates (CR) said that Dulwich Society (DS) is an amenity society but he considers it has become involved in contentious issues such as the LTN. He felt DS needs to redefine its purpose and be seen to be speaking for Dulwich and must therefore enhance its legitimacy. He felt the proposed new Rules were working in the wrong direction and that DS should define its own boundaries - for example, should members live in Dulwich or have lived in Dulwich.

He considered there were many good features of the new Rules, but others such as the ability for a quorum of 5 Executive Committee members to remove membership (with no detailed Code of Conduct), a quorum of 2 sub-committee members to consider highly contentious issues, a 35 day notice period for a member-requested SGM and discretion over the publication of sub-committee minutes all reduced the Society's transparency.

He considered it is vital that all minutes should be published with names removed if necessary.

He supported the rule on declaration of interests but as there was to be a single vote on all the changes, overall he could not support the proposed new Rules.

The Chair responded that:

- Members come from a broad area including some international members. The membership secretary added that the majority were located in SE postcodes.
- The new Rules 4.2c and 7.4 were sadly necessary to provide redress in instances where a member has transgressed all rules of appropriate behaviour. Some volunteers for the Society have been targeted and subjected to considerable stress. With more resources, a detailed Code of Conduct could have been prepared, but the proposed new Rules provide sufficient controls. For example, where it is proposed to remove membership, the member will have an appropriate notice period and right of reply.
- It was appropriate for all sub-committees to have the same quorum and some have very few members. If an increase is required this can be considered in future.
- The extension in the notice period for calling a member-requested SGM was necessary as current rules give the Secretary only a few days to issue the 21 days notice and book a venue. The change is for this reason and not to frustrate the calling of a meeting.
- The discretion to redact minutes of sub-committees had arisen because there had been instances where members of the volunteer group had been identified from the minutes and targeted on social media. The Chair said that while he agrees the publication of minutes is very important, he has made it clear to the Executive Committee that he puts the wellbeing of volunteers ahead of the requirement to publish minutes. Sub-committee minutes have been published and will continue to be published but without identifying individuals.

Patsy Bramble responded to CR's point that the Society should redefine itself by saying there had been a deliberate decision not to change the Society's mission as any change to the Objects must be agreed with the Charity Commission. She stressed that the DS is not a lobbying group. She and her husband, both with legal backgrounds, had drafted the new Rules and agreed them with the Chair and Vice Chair and Executive Committee. With regard to the sub-committee quorum of two, she said that her own sub-committee (Licensing) had until recently had a membership of one.

David Cianfarani (DC) asked why the rule changes had not been put forward earlier, had not been shared with the membership as indicated a year ago, why current Rule 12 (which allows for amendments) had not been used and why the quorum could not vary according to the size of the committee. He considered the Executive Committee had lost an opportunity to take the membership with them. Members pay their subscription to be consulted and in his view 1190 members had not been. The Society should be focusing on issues that affect all members such as the TFL bus review. He recommended that there should be a limit on proxies otherwise those attending a meeting could be outvoted by proxies.

The Chair responded by saying it would have been difficult to amend the Rules through a consultative committee of members but he had reached out to members known to have legal expertise or an interest in the Rules such as DC. The points DC raised last year had been considered and in some cases taken on board.

In terms of timing, the Chair said this was the earliest date that could be achieved as there were a number of changes which were required, it was necessary to provide 21 days notice of the SGM and proposed Rule changes and issue the notice in the Journal which goes out quarterly.

In terms of amendments, any changes would need to be consulted on for a further 21 days and approved at a general meeting.

CC-E suggested a compromise by which the proposed new Rules could be approved but not effective for 15 days during which time members could put forward amendments.

The Chair said this was a reasonable suggestion but rule changes cannot be implemented in this way as any change must have 21 days notice and a 2/3<sup>rd</sup> majority vote. Whether the meeting votes for or against the new Rules, it is open to any member to propose a rule change and bring this to the next general meeting for enactment.

CC-E introduced himself as the Chair of Court Lane Residents' Association. He said there was much that was good and well-expressed in the proposed new Rules. However he was concerned about events last year when DS had issued a statement which he considered was in favour of the LTN. Southwark had publicised that DS is in favour of the LTN, when clearly, in his view, the majority of members were not. He recommended that whenever DS puts out a statement it should seek the views of its members (Zoom would be an appropriate medium). He felt *esprit de corps* was missing from the new Rules. In his view, the Committee and membership should work more closely together. He recommended the wording should be changed so that all committees work in the interests of all members and being non-political should be enshrined in the document. Court Lane and other Residents Associations had conducted surveys which found that the majority of residents were in favour of not closing roads and the LB Southwark consultation had similar results. He said he would be voting against the new Rules.

Jan Coughtrie recommended the Rules be changed to allow one vote per member rather than one per household.

The Chair said there was no reference in the Rules to the Society being non-political as this is required of us by law as a charity and is therefore in UK statutes. He said the Committee is scrupulous in being neutral on the LTN and party political issues and took care to communicate with all the major political parties during the election campaign, so no candidate would be at a disadvantage compared to the incumbents. He said DS is not a Residents' Association. Its purpose is to achieve the Objects in its Rules, which have been agreed with the Charity Commission and are the basis of its charitable status. It is important that we remain close to what is happening in Dulwich to achieve this, which is why the Society has sub-committees. It would not be appropriate to seek a vote on contentious issues, such as the LTN.

Richard Wingfield suggested the problems could be overcome through Rule 12 - the creation of by-laws, for example by creating a Code of Conduct. This could be drafted, shared with members and adopted. He asked whether, if the vote was not carried, the Society would stick with the existing Rules or re-word the new Rules to retain the uncontroversial parts and put this to a future meeting.

The Chair said that if the new Rules were not approved, the existing Rules would continue to apply and the Executive Committee would consider the next steps. Any further Rule changes would need to be submitted to an SGM.

CC-E recommended there should be another SGM and members should be invited to work with the Committee. He considered putting all the rule changes through on one vote was poor practice as was the election of all Executive Committee members on one vote at the AGM.

The Chair said retirement by rotation would address this issue and allow for separate votes for each member.

David Beamish (DB) asked for clarification as to whether members could address the meeting more than once. The Chair replied that whilst it was important to progress matters he wished to hear all comments.

CR felt that whilst DS is not party-political, it should reach a judgment about how new measures impact on members of the community. He considered this had not taken place in the case of LTNs. He suggested that DS needs to cater for the next 3 years and consider what kind of amenities Dulwich needs.

David Coughtrie (DCo) asked about the relative role of Executive Committee and sub-committees in decision-making and whether Executive Committee and sub-committee views

must be aligned. He enquired whether the Travel & Environment Committee appearing to support LTNs meant that the Executive Committee supports them as well.

Sue Badman (SB) said that the Executive Committee is the decision-making body of DS. Sub-committees investigate and consult members of the community and take proposals to the Executive Committee which will make the final decision. The Chair said the Executive Committee can set the boundaries for the work of sub-committees. During his time as Chair, the Executive Committee has been neutral on LTNs.

Brian Green (BG) said that when LTNs were first proposed over 2 years ago, the Executive Committee was not unanimously in favour of them and the sub-committee put forward no view. He said an impression had arisen at the time that Executive Committee was an enthusiastic supporter of LTNs, but this was not the case. SB clarified that the specific statement about Phase 1 of the council's Emergency Covid 19 measures in Dulwich Village was agreed collectively by the Executive Committee based on the need for emergency Covid measures and subject to a public consultation being held in short order.

SB explained the background to the Society's position on LTNs. Before the pandemic there was a prolonged consultation process under the "Our Healthy Streets" initiative when various options were considered. The pandemic arrived when the consultation was at Phase 3. Money for "Our Healthy Streets" was withdrawn and new money became available for traffic initiatives which were linked to Covid measures, including the Dulwich Village LTN. This was implemented quickly as an emergency measure with no consultation. Consultation was promised in future but took 18 months to happen. As soon as it became evident that consultation was delayed and the Phase 2 proposals were seen, the Executive Committee withdrew its support (which had been for the aims of LTNs rather than specific measures) and took a neutral position on the LTN. The circumstances were exceptional and will not happen again in the co-design process for example. SB also commented that the new Rules are not just about traffic but also about trees, wildlife and local history and all the other areas the Society is involved in.

DCo asked whether the Executive Committee supports LTNs. The Chair replied that it takes a neutral position. DCo said, in that case, he considered the Executive Committee should remove the sub-committee minutes supporting LTNs. The Chair said one of the new Rules allows the Executive Committee to set sub-committee Terms of Reference. If the rules are not agreed, this won't happen.

Robert Holden introduced himself as a committee member of the Herne Hill Forum and member of DS. He advocated the publishing of sub-committee minutes but with names removed. He considered it is very clear that the residents of Croxted Road are being adversely affected by the LTN and asked whether there is a conflict of interest as the Chair of the DS Travel & Environment sub-committee is also a member of the Herne Hill Forum. He asked who was on the Travel & Environment sub-committee and whether it was accepting

new members. He had heard one individual had not been accepted, possibly because they were thought to be troublesome. He asked whether there were any proxy votes this evening and was informed that there were not. RH said there were only 21 people present out of a membership of 1100 and he considered it would be better to hold elections on Zoom.

The Chair said there are declarations of interest at every Executive and sub-committee meeting and the Chair of the Travel & Environment sub-committee declares any interest. He added that one of the rule changes was to facilitate online voting which had been permitted during the pandemic but now needed to be codified.

### The Vote

Having established that there were no further questions or comments, the Chair read out the proposal that the Society adopts with immediate effect the new Rules displayed in draft on the Society's website.

The Chair reminded members that the current rules on voting would apply, i.e. by a show of hands, with one vote per household. Members were asked to hold up their voting slip (one per household) when voting. All the Rule changes were voted on in a single vote and checked by two scrutineers.

The results were:

For 10

Against 7

Abstain 1

The Chairman announced that although the majority of those voting were in favour of the proposed new Rules, the vote did not meet the necessary 2/3rds majority of those present and eligible to vote which is needed to adopt a rule change and therefore the proposed new Rules were not approved.

The Chair said the current Rules will continue to apply and the Executive Committee will consider the next steps. He thanked everyone for attending.

### 3. Close of Meeting

The meeting ended at 9.45 pm

**Heather Stubbs, Secretary, 11<sup>th</sup> July 2022**

**J C Thompson, Chair, 24<sup>th</sup> April 2023**