



**MEETING OF THE OSPREY HOUSING MORAY
SPECIAL GENERAL MEETING
3 FEBRUARY 2021 AT 18:00
VIA ZOOM**

- Present: Les Allan Shareholder & Committee Chair (LA)
Brian Watson Shareholder & Committee Vice Chair (BW)
Robert Hepburn, Parent Shareholder & Committee Member (RH)
Mike Scott Shareholder & Committee Member (MS)
Brian Topping, Shareholder & Committee Member (BT)
Kate Darbyshire Shareholder & Committee Member (KD)
Jim Milne Shareholder & Committee Member (JM)
Mike McClaffery Shareholder & Committee Member (MMcC)
Barry Weiland-Jarvis Shareholder
Patsy Gowans Shareholder
Sandra Dow Shareholder
David Stobbart Shareholder
Sylvia Stobbart Shareholder
Leonora Montgomery Shareholder
Steven Christie Shareholder
- Present via Proxy
Laura Tytler Shareholder
William Robertson Shareholder
Eric McCall Shareholder
Pamela McCall Shareholder
Andrene Thomson Shareholder
William Thomson Shareholder
Des Elliott Shareholder
Richard Matraves Shareholder
Hazel Smith Shareholder
June Suttie Shareholder
Eileen Gair Shareholder
William Chapman Shareholder
- Attending: Glenn Adcook, Secretary(S)
Gary Walker, CFO Osprey Group (CFO)
Clare Ruxton, CSM Osprey Group (CSM)
Stacy Angus, HSM Osprey Group (HSM)
Sofia Redford, CSO Osprey Group (CSO) (Minutes)

Minute No	Subject	Action
1.	ADMINISTRATION	
1.1	<p data-bbox="379 239 986 273">Welcome and purpose of the meeting</p> <p data-bbox="379 315 943 349">The Chair welcomed all to the meeting.</p> <p data-bbox="379 392 1241 580">The Chair reminded those attending that the purpose of the meeting was to consider the special resolution to undertake a Transfer of Engagement of Osprey Housing Moray into its parent organisation Osprey Housing Limited to create one single Registered Social Landlord.</p> <p data-bbox="379 622 1241 848">The Chair informed those attending that thorough and comprehensive independent analysis had demonstrated clear benefits to forming one single landlord. With the full support of the Osprey Tenants and Residents Association the OHM Committee of Management had decided to pursue a formal Transfer of Engagement.</p> <p data-bbox="379 891 1241 1193">The meeting noted that in some instances, bringing two organisations together happens because one or other of the organisations involved is experiencing difficulty. This is not the case on this occasion and the proposal is entirely about becoming stronger and being able to operate more strategically, effectively and efficiently in order to deliver better services and outcomes for the tenants and the organisation.</p> <p data-bbox="379 1236 1241 1503">The meeting noted that a Transfer of Engagement required tenant approval and that independent consultation and finally a tenant ballot had been conducted. The tenant ballot was held mid-November to mid-December and all tenants and joint tenants were invited to vote on the proposed Transfer of Engagement. The result of the ballot was 91% in favour of the Transfer representing a significant majority.</p> <p data-bbox="379 1545 1241 1624">The proposal is recommended by the Committee of Management and has been clearly endorsed by the tenants.</p> <p data-bbox="379 1666 1241 1968">The meeting noted at under the terms of the Co-operative and Community Benefits Societies Act 2014, for the transfer to proceed it also requires agreement from the shareholders, which is the purpose of this meeting. This meeting is the first of two required to finalise the Transfer and requires at least 50% of shareholders to be present in person or by proxy. For the resolution to be passed at least 75% of those attendees/proxies must vote in favour.</p>	Chair

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	<p>The meeting noted that if the resolution is passed, a second SGM is required to confirm the resolution, finalise the Transfer, instruct all relevant bodies that it will proceed and to formally wind up OHM. The second SGM requires a simple majority of those attending/submitting a proxy.</p> <p>With the requisite support of the two SGMs the new single landlord entity would take effect from 1 April 2021.</p> <p>The Chair noted that as the organisation has 30 shareholders, the required 50% for the meeting to proceed were present, represented by 15 shareholders present in person via Zoom and 12 via proxy submissions.</p> <p>There were no apologies.</p>	
2.	<p>Special Resolution</p> <p>The Chair presented the Special Resolution to the meeting to consider and, if thought fit, approve the following resolution as a Special Resolution in accordance with the procedure prescribed in the Co-operative and Community Benefit Societies Act 2014 ss112-113: transferring the engagements of the society to Osprey Housing Limited (Company number: SC198586; RSL Registration Number: 312; Registered Scottish Charity Number: SC029461):</p> <p>This meeting of members of Osprey Housing Moray Limited hereby resolves to transfer the whole of the stock, property and other assets and all engagements of the society to Osprey Housing Limited (Company number SC198586 and Scottish charity number SC029461) in consideration of Osprey Housing Limited issuing to each member of Osprey Housing Moray Limited a certificate of membership equal to the amount standing to the credit of each member in the share ledgers of Osprey Housing Moray Limited on the date when the transfer of engagements becomes effective.</p> <p>The Chair invited the shareholders to ask any questions:</p> <ol style="list-style-type: none"> 1. What will happen with the OHM staff? The CSM confirmed that all current OHM staff will TUPE over to OH. <p>There were no further questions.</p>	

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	<p>The Chair asked all shareholders present to cast their votes and to state if they have any proxy votes and whether they are in favour.</p> <p>All 15 shareholders present via Zoom and all 12 proxy's voted in favour of the Resolution.</p> <p>The Chair declared the Resolution unanimously passed.</p> <p>The Chair thanked all for attending the meeting and made the following declaration:</p> <p>In concluding this SGM I as Chair of OHM declare that –</p> <p>All reasonably practicable steps have been taken to ascertain the number of eligible members; and The resolution has been carried in accordance with the requirements of Section 113 of the Co-operative and Community Benefit Societies Act 2014.</p>	

The meeting closed at 18:20

Date: 18 February 2021

Signed:

