

**Unlock Democracy's AGM 2017**  
**Saturday 18th November 2017**  
**Saw Swee Hock Centre 1 Portugal St, London WC2A 2AP**  
**Minutes**

**Present:** Jack Maizels, Danny Zinkus Sutton (Co-Chairs) & 21 members.

**Apologies** were received from: Andrew Blick, Rachel Collinson, Ian Driver, Sepi Golzari-Munro

**Staff in Attendance:** Alexandra Runswick (Director), Sam Coates, Tim Rouse, Sarah Clarke, Arti Vyas, Zahia Guidoum Castiblanque, Malene Bratlie

### **1. AGM open and welcome from Chairs**

Danny Zinkus Sutton thanked everyone for coming and welcomed attendees. Jack Maizels outlined the agenda for the day.

### **2. Minutes from last meeting**

Vicky Seddon raised a formatting error on p.14.. It was agreed that this would be corrected.

**Decision:** The minutes of the last meeting were approved.

### **3. Report from Council on last year's Policy Motions**

There was a discussion about the policy motions passed by the previous AGM. In particular Vicky Seddon raised concerns about Unlock Democracy's position on referendums. Danny Zinkus Sutton outlined the process the Council had gone through in reviewing UD's policy on referendums whilst acknowledging that there was still some work to be done.

**Decision:** The response from Council to the 2016 policy motions was approved.

## **4. Director's Report**

Alexandra Runswick spoke about the uncertainties posed by Brexit and the snap general election and how the political landscape changes rapidly. The organisational work Unlock Democracy has been doing behind the scenes, such as the theory of change means that the team have been able to take advantage of the political context and react quickly to political events.

Alexandra Runswick also thanked the staff and members for the work they have done over the past year. She and the staff team then gave a presentation on the work that had been done in the last year including co-ordinating the Repeal Bill Alliance, engaging with members, experimenting with new campaign techniques and increased levels of media coverage.

Victor Anderson asked about Unlock Democracy's Theory of Change and whether that included a position on short-termism and long-termism in decision-making.

Alexandra Runswick replied that the Theory of Change deals with short, medium and long term goals, but it does not go into a level of detail about the culture of politics. But it does draw on that sort of thinking, which went into developing the Theory of Change and it is also reflected in Unlock Democracy's broader strategy.

Vicky Seddon and Danny Zinkus Sutton congratulated the team on all the work they have done the past year and the positive outcomes they have achieved.

## **5. Finance Items:**

### **5.1 Approval of accounts**

Alexandra Runswick explained that as Unlock Democracy and Rodell Properties Ltd. are formally a group of companies they are required to publish consolidated accounts. She reported that Unlock Democracy made a small surplus in the last financial year, which is significant because it had been a low year for grant income. The surplus demonstrate that the organisation does not have to rely on grant income to survive and that grants the organisation receive can be used to fund projects.

Danny Zinkus Sutton, on behalf of the Rodell board, spoke about the redevelopment of Cynthia Street and explained that the next item on the Rodell agenda is to complete the redevelopment of Gray's Inn Road. We should see that those incomes from redevelopment will go to support the Unlock Democracy team.

John Strafford asked for a clarification on the consolidating statement as it says the total funds have gone up from £5.3 million to £5.5 million but the net expenditure is a quarter of a million in deficit. Danny Zinkus Sutton explained that the deficit was largely due to the expenditure on refurbishment of Cynthia Street. Alexandra Runswick also explained that separate from Rodell Properties Ltd who have being going through refurbishment, Unlock Democracy has had a very stable year.

Phil Starr talked about the rental income and refurbishment from Rodell's two office properties- Cynthia Street and Gray's Inn Road. Cynthia Street has seen rental income triple and the plan is to develop Gray's Inn Road and sell of part of that profit.

*Vote on approval of accounts:*

	For	Against	Abstentions
Present	15		1
Proxy	9		3
Total	24		4

**Decision:** the accounts were approved.

## 5.2 Appointment of accountants

It was proposed that Unlock Democracy's current reporting accountants, Berley Chartered Accountants, be reappointed

	For	Against	Abstentions
Present	17		2
Proxy	10		2
Total	27		4

**Decision:** the motion was largely carried.

## 6. Constitutional Amendments

### 6.1 Changes to Rodell Directors

Proposer: Phil Starr

Secunder: Vicky Seddon

Phil Starr spoke to the the amendment, and explained that in managing Rodell properties it is important that we have a management board which can be quorum, who can handle finances and make decisions quickly. These changes represent technocratic changes to reflect how the board has worked in practice. No one spoke against.

John asked if the directors are remunerated. Danny Zinkus Sutton clarified that they are not and that no Rodell directors have any financial interest in the business of Rodell Properties Ltd.

This meeting resolves that the following changes be made to Appendix D of Unlock Democracy's constitution in relation to Rodell Properties Ltd.

**2.1.a) Insert after first sentence:**

One of these shall be the Vice Chair for Rodell who shall be Chair of the Rodell board of Directors.

**2.1.a) Add at end:**

If there is no suitable candidate for the reserved places, the remaining place shall be open to all candidates.

**2.1.b) Add after "Single Transferable Voting system":**

in accordance with the rules for election to Council.

**2.1.b) Add after "and at least one shall be a woman.":**

If there is no suitable candidate for the reserved places, the remaining place shall be open to all candidates.

**2.2) Change to:**

No member may serve as both a full voting member of Unlock Democracy's Management Board and as a directly elected Rodell Director. Directors appointed to the Management Board shall be automatically deemed to have resigned as a Rodell Director after the first meeting of new Management Board.

**2.3) Change to:**

Directly elected Directors shall be automatically deemed to have resigned as a Rodell Director at the end of their term of office which is immediately after the closure of the first meeting of new Management Board.

**2.6) Change to:**

All ballot papers shall be kept for two years. If a casual vacancy arises, the ballot papers shall be recounted by the Returning Officer to fill that vacancy in the first instance. In the event there are less than 4 elected directors following an election or no further unsuccessful election candidates to

replace a director who has resigned, Council shall have the right to appoint a director or directors to ensure there are 4 non Management Board directors of Rodell.

## **2.7) Change to:**

The quorum of all meetings with Directors shall be 4.

Appendix D , Section 2 will therefore read in its entirety as follows:

## **2 Directors**

- 1.1. There shall be 7 directors of Rodell Properties Ltd. They shall consist of the following:
  - a) Three members who shall be members of and appointed by the first meeting of each new Management Board. One of these shall be the Vice Chair for Rodell who shall be Chair of the Rodell board of Directors. In keeping with the organisation's existing gender balance rules (Constitution 4.2.2.), at least one director appointed in this way shall be a man and at least one shall be a woman. If there is no suitable candidate for the reserved places, the remaining place shall be open to all candidates.
  - b) Four members who shall be directly elected by members of Unlock Democracy for four year terms of office, with two elected in a single constituency every two years using the Single Transferable Voting system in accordance with the rules for election to Council. In keeping with the organisation's existing gender balance rules (Constitution 4.2.2.), at least one director appointed in this way shall be a man and at least one shall be a woman. If there is no suitable candidate for the reserved places, the remaining place shall be open to all candidates. The ballot to elect directors to Rodell Properties Ltd shall be held to coincide with the elections to elect the Council.
- 1.2. No member may serve as both a full voting member of Unlock Democracy's Management Board and as a directly

elected Rodell Director. Directors appointed to the Management Board shall be automatically deemed to have resigned as a Rodell Director after the first meeting of new Management Board.

- 1.3. Directly elected Directors shall be automatically deemed to have resigned as a Rodell Director at the end of their term of office which is immediately after the closure of the first meeting of new Management Board.
- 1.4. If a directly elected Rodell Director is subsequently elected as a Management Board member, they shall be automatically deemed to have resigned as a Rodell Director.
- 1.5. If a Director ceases to be a member of Unlock Democracy, they shall be automatically deemed to have resigned as a Rodell Director.
- 1.6. All ballot papers shall be kept for two years. If a casual vacancy arises, the ballot papers shall be recounted by the Returning Officer to fill that vacancy in the first instance. In the event there are less than 4 elected directors following an election or no further unsuccessful election candidates to replace a director who has resigned, Council shall have the right to appoint a director or directors to ensure there are 4 non Management Board directors of Rodell.
- 1.7. The quorum of all meetings with Directors shall be 4.
- 1.8. The duties of the directors shall be as follows:
  - a. to exercise overall stewardship of Rodell on behalf of Unlock Democracy and the wider politics we represent;
  - b. setting targets for Rodell, approving a business plan (and any changes to it) and receiving regular reports on the progress of the plan;
  - c. oversight and scrutiny of Rodell, staff working on behalf of Rodell and the activities of the Advisory Board;

d. manage the assets in such a way as to maximise the long term income for the shareholder in accordance with Rodell's ethical policy;

1.9. The Directors of Rodell shall give a report of their activities to each Annual General Meeting on Unlock Democracy.

	For	Against	Abstentions
Present	20		
Proxy	10		2
Total	30		2

**Decision:** the motion was largely carried.

## 6.2 Election Rule Changes

Proposer: Vicky Seddon:

Secunder: Danny Zinkus Sutton

Vicky Seddon spoke to the amendment and explained that following previous elections, the Returning Officer had said there was a lack of clarity in in the wording of the elective processes. The advice from the Returning Officer was to clarify the wording and arrangements of Unlock Democracy's election processes.

Lisa French asked for clarification on clause 2.5 of the amendment and wondered whether it is possible for a candidate not to display information about their ethnicity or gender.

Alexandra Runswick replied that it is up to individuals to self identify and that they are free not to do so. Alexandra Runswick explained that following the 2016 Council Elections, the Returning Officer reported to Council on the process. This report recommended a number of changes to Appendix B of



the Constitution, which regulates our elections procedures. This constitutional amendment implements those changes.

**Motion**

This meeting resolves that the following changes be made to Appendix B of Unlock Democracy’s constitution:

**2.2) Add at end:**

Under no circumstances should nominations be accepted, in any format, after the deadline unless:

- a) there has been a technical failure in the online system; and
- b) the Returning Officer has agreed on a case-by-case basis to accept a late nomination caused by such a failure

**2.4) Delete:**

Members shall not be compelled to use the official nomination form to stand.

**Replace with:**

Any nomination not made using the official nomination form shall be deemed invalid.

**2.4) Delete:**

Nominations by email shall be deemed acceptable.

**Replace with:**

Nominations may be submitted online, by email or by post, always provided that they are on the official form, and signed or, if submitted electronically, otherwise validated by the candidate.

**2.5) Insert after the first sentence:**

Information supplied by candidates about their ethnicity and gender will be included in the members’ ballot pack”

	For	Against	Abstention
Present	19	1	1
Proxy	10		2
Present	29	1	3

**Decision:** the motion was largely carried

### 6.3 Election spending limit

Alexandra Runswick explained that Appendix B of the Constitution, which regulates our elections procedures, currently specifies a spending limit for Council elections to be set by the Annual General Meeting for each election. This arrangement was brought in at the 2013 AGM, which set a limit of £10 for the 2014 elections. The same limit of £10 was approved by the 2015 AGM for the 2016 elections.

This proposal would set the limit of £10 into Appendix B of the constitution, eliminating the need for this item of business at future AGMs. The limit could still be changed by amending the constitution, which would require a two-thirds majority.

Danny Zinkus spoke to the motion and said in the event of overspending, Unlock Democracy has a constitutional rule that the election is illegitimate.

The following motion was voted on: *The spending limit for the 2018 election will be £10.*

	For	Against	Abstentions
Present	21		
Proxy	11		1
Total	32		1

**Decision:** the motion was largely carried.

## 7. Election Items

### 7. 1. Election to Council

As required by the constitution (4.2.2), the constituency and geographical areas for the 2018 Council election must be set by the AGM.

Alexandra Runswick spoke to the motion and said the new system introduced in 2016 had worked very well and seen an increase in the number of people standing.

No one spoke against.

The following motion was voted on:

*There shall be one constituency for the 2018 Council election, with 16 members to be elected from that constituency. All who have been members for 30 working days before the election shall be eligible to vote.*

*There shall be four geographical areas: East; West; North London and South- East*

	For	Against	Abstentions
Present	20		
Proxy	11		1
Total	31	0	1

**Decision:** the motion was largely carried.

## **7. 2. Election spending limit**

As the proposed constitutional amendment on election spending limit was approved, the motion will not be heard.

## **8. Policy Motions**

### **Local Democracy needs addressing**

Proposer: Vicky Seddon

Seconder: Jenny Cronin

This meeting resolves:

To seek to provide frameworks to enable local groups to coordinate their efforts by

- Looking for opportunities (including funding bids) to explore local democracy issues.
- Establishing communication networks with local groups and activists
- Establishing a subcommittee of local activists, staffed by themselves, to coordinate and support the work of local groups, mainly digitally
- Making space at Council and AGM for local democracy issues, in appropriate formats.

Vicky Seddon spoke to the motion. She mentioned that the centralisation of powers and the undermining of local democracy is a huge issue for local democracy and that those active in local groups need to be better supported. Jenny Cronin seconded the motion.

Lisa French spoke against the motion. John Strafford in favour of the motion with the exception of clause 7.

Alexandra Runswick explained that the way Brexit threatens devolved powers is through the Withdrawal Bill by freezing devolved competence.

	For	Against	Abstentions
Present	16	5	
Proxy	12		
Total	28	5	0

**Decision:** the motion was largely carried

**AGM concluded at 1.00 pm.**

**Present:**

Ann Banister	Peter Hirst
Martin Blake	Huw Jones
Peter Briercliffe	Jack Maizels
Paul Brown	Virginia Morck
Stephen Carter	Susan Murray
Martin Childs	Bruce Nixon
Jenny Cronin	Vicky Seddon
Jess Elms	Phil Starr
Lisa French	John Strafford
Raymond George	Caroline Strafford
Darrin Green	Danny Zinkus Sutton
James Grindrod	