

HAVERING HEALTHWATCH LIMITED
Company Number: 08416383

MINUTES OF AN EXTRAORDINARY GENERAL MEETING
HELD ON 12 FEBRUARY 2019
At Havering Town Hall, Romford

PRESENT:

Anne-Marie Dean (Chairman and Executive Director) (in the Chair), Ian Buckmaster (Executive Director and Company Secretary), Hemant Patel (Director), June Alexander, Helena Cowin, Carol Denis, Maria Dugdale, Jenny Gregory, Carole Howard, Dildar Khan, Dawn Ladbrook, Robyna Levitt, Bev Markham, Dianne Old and Ron Wright.

Proxy votes were submitted by Val Perry and Vivien Saxby

1 WELCOME AND APOLOGIES

The Chairman welcomed all present.

Apologies for absence were received from Val Perry, Vivien Saxby and Jennifer Smith; and prospective members Vivienne Miles and Nina Reardon.

2 STATUS AND NAME OF COMPANY

Introduction

The Company Secretary submitted a report concerning proposed changes of status, name, objectives and Articles of Association of the Company.

Havering Council had decided to seek bids for the provision of a Healthwatch Service for Havering. The outcome of that bid process had been that the Council intended to award the contract to the Company, although at the time of the meeting the contract had yet to be entered into.

A consequence of the contract award was that important changes were required in the Company's status and name.

Community Interest Company

The contract required the Healthwatch provider to be either a charity or a Community Interest Company (CIC); essentially, the difference between a non-charitable company limited by guarantee (CLG) (which the Company was currently) and one that was charitable was that the latter was constrained in the way in which its funds, and particularly its tangible assets, would be dealt with in the event of the company/charity becoming insolvent. CIC status applied the same constraints as charitable status without conferring it.

The way that the Company's business was structured precluded applying for charitable status.

It would therefore be necessary for the Company to apply for CIC status. This would require a change in the Company's name (to "Havering Healthwatch CIC", dropping the word "Limited") and the adoption of new Articles of Association. Fresh registration would be required at Companies House as a CIC; this process would be straightforward and would cost £35 in registration fees. An Extraordinary General Meeting (EGM) of the Company was required at which the requisite "special" resolutions could be dealt with.

Extraordinary General Meeting

An EGM of the Company had therefore been convened in compliance with the relevant provisions of legislation. 14 days' notice of the meeting had been given and members had been made aware that 75% of those voting at it (or by proxy) would need to vote in favour of the resolutions for them to be effective. The Management Board had agreed that, on this occasion, members unable to attend might appoint a proxy to vote on their behalf, and appropriate forms of appointment had been sent to all of them (three had been returned).

Proposed changes of name, Articles and status

To comply with legislation, the name of the company would have to change from Havering Healthwatch Limited to **Havering Healthwatch CIC**. It would remain a CLG, and all existing contracts would continue in force.

There was an option to alter the "Havering Healthwatch" name but it was not proposed to do so.

The Articles of Association were the constitution of the Company. They set out the relationship between the Directors, members and the Company itself as a legal entity.

It was now noted that the law required that specific changes be made to the Articles to ensure that the conditions for registration as a CIC were met.

The Company Secretary advised that it was not proposed to alter the Articles beyond what was needed to make those changes, except as noted below; this included deletion of clause 3.4 relating to the distribution of assets that would be superseded by the CIC status and was therefore superfluous.

The specific objects of the Company currently provided for it to operate "in the London Borough of Havering and neighbouring areas in East London".

These objects had been set in 2013 when the Company was first registered. Since then, there has been a significant change in the organisation of health and social care nationally, particularly the creation of STPs. The North East London STP covered the City of London and the seven London Boroughs of Barking & Dagenham, Hackney, Havering, Newham, Redbridge, Tower Hamlets and Waltham Forest. In addition, residents of the borough often received medical services in other parts of the country. While it would have been impracticable to extend the Company's operational area to cover the

whole of England, it was suggested that it would be advantageous to cover the County of Essex and Boroughs of Southend-on-Sea and Thurrock as well.

There was no present suggestion that it would be necessary to work in those areas but extending the objects to cover them would facilitate doing so should the need arise.

Members were therefore invited to agree:

- 1 To delete the words “neighbouring areas in East London” in object 4.1 and to substitute for them:
“the North East London Sustainability and Transformation Plan (STP) area (the City of London and the London Boroughs of Barking & Dagenham, Hackney, Newham, Redbridge, Tower Hamlets and Waltham Forest), the County of Essex and the Boroughs of Southend-on-Sea and Thurrock”
- 2 To delete the words “in London” in objects 4.2 and 4.3
- 3 To insert in the Articles the words necessary to secure CIC status.

The proposed, revised Articles were submitted to the meeting.

Approval of changes and authorisation to proceed

The proposals were discussed. In response to enquiry, it was confirmed that the Company would continue as a CLG and that the name would remain “Havering Healthwatch” – other options had been considered but it was felt that it was preferable to keep changes to a minimum by simply replacing “Limited” by “CIC”.

The proposed resolutions were put to a vote. All present voted in favour; two valid proxy votes had been submitted, both of which were also in favour of the resolutions.

It was, accordingly, **RESOLVED UNANIMOUSLY by special resolution** that the Articles of Association be revised as follows:

- 1 That the Company name shall be changed to **Havering Healthwatch CIC**
- 2 That the Company shall be a Community Interest Company
- 3 That the Articles of Association shall be altered so as to comply with requirements in connection with becoming a community interest company. The Articles of Association shall be altered so as to take the form of the articles of association attached to this resolution in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

It was also **RESOLVED UNANIMOUSLY by ordinary resolution** that the Company Secretary be authorised to take all steps necessary to secure the approval by the Registrars of the respective changes and to put them, once approved, into effect.