

Minutes

Meeting: Resolution Annual General Meeting
Date: 17th May 2024
Time: 9am
Place: The Midland Hotel,
16 Peter Street,
Manchester,
M60 2DS

Resolution
91-95 Southwark Bridge Rd
London
SE1 0AX

T 020 3841 0300
E info@resolution.org.uk
DX 155288, Southwark 13
www.resolution.org.uk

Item	Subject	Notes
1.	Welcome & Introductions Melanie Bataillard-Samuel (MBS), Vice Chair, welcomed everyone to the meeting. It was agreed the meeting was quorate.	
2.	Apologies Peter Burgess, Secretary <u>Noted</u>	
3.	Minutes of the 2023 AGM The minutes were approved: proposed by Farhana Shahzady, seconded by Caroline Elliot. <u>Noted and approved</u>	
4.	Elections of the Officers and Committee of the Company MBS announced the results of the elections for National Committee. There were ten candidates and five places available on National Committee (NC). Candidates: Claire Blakemore Caroline Elliot Sharon Kay Nneka Keazor Lucy Loizou Sonia Rola Serena Kaur Sandhu Farhana Shahzady Elspeth Thomson Ian Walker Elected: Claire Blakemore Lucy Loizou Farhana Shahzady	

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	<p>Elspeth Thomson Ian Walker</p> <p>MBS thanked all candidates for running and members for casting votes. There were 746 votes. She encouraged all candidates to consider running again and for members generally to consider stepping forward next year.</p> <p>MBS particularly thanked Caroline Elliot and Sharon Kay, who were not re-elected on to the committee. Both were stalwart members of NC and MBS recognised their contribution and thanked them for all they had done.</p> <p>MBS confirmed that there were no changes to the officers of the company following these elections:</p> <ul style="list-style-type: none"> • Grant Cameron remains Chair until AGM 2025 • Melanie Bataillard-Samuel remains Vice Chair • Peter Burgess remains in the role of Secretary • Simon Blain remains in the role of Treasurer <p><u>Noted</u></p>	
5.	<p>Chair's annual report</p> <p>Grant Cameron (GC) brought attendees' attention to the Annual Report, which this year is available in the Resolution website alongside the Annual Accounts (https://resolution.org.uk/about-us/resolutions-governance/annual-reports/).</p> <p>There's plenty in there about our work in 2023. A few highlights include:</p> <ul style="list-style-type: none"> • It was an honour to chair a discussion between many of our past chairs, reflecting on how the world of family justice has changes over the past four decades, still very much with a focus on the future. • We held our first dedicated awards ceremony, celebrating those members who go above and beyond in living and breathing our Code and our values. • We launched our Vision for Family Justice, setting out our views on future family justice policy and legislations. • And we relaunched the Review, with a brand-new design – now in colour! – bringing you the latest developments, perspectives and opinions in the world of family justice. <p>Please take the time to read the report online, and encourage colleagues and other members to do the same.</p> <p>GC thanked the staff team, led by Colin, and the National and Executive Committees. He particularly thanked MBS for being a superb vice-chair.</p> <p><u>Noted</u></p>	

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6.	<p data-bbox="247 288 1166 320">Company accounts for the twelve-month period ending 31 December 2022</p> <p data-bbox="247 365 1177 506">Simon Blain (SB), National Treasurer, directed members to scan the QR codes available or visit the website to examine the Annual Accounts and Annual Report. (https://resolution.org.uk/about-us/resolutions-governance/annual-reports/).</p> <p data-bbox="247 551 403 580">Introduction</p> <p data-bbox="247 589 1241 763">2023 was Resolution’s 40th anniversary and saw a range of activity take place to mark 40 years of our members supporting families across England and Wales – not least the launch of our Vision for Family Justice. Resolution continues to be in a sound financial position, continuing to generate income to support our members and the people you work with.</p> <p data-bbox="247 808 408 837">Membership</p> <p data-bbox="247 846 1249 1023">6,285 practitioners either remained with, or joined, Resolution, this is down slightly on the previous year, although we have seen a massive leap in the number of student members – nearly 600 compared to around 200 last year. As well as boosting our overall member numbers, hopefully this bodes well for the future of family practice.</p> <p data-bbox="247 1068 1259 1209">We continue to see new members joining Resolution, with around 600 practitioners doing so last year, roughly the same as in 2022. Whether this is people joining at the start of their careers, or previous members re-joining, this number is reflective of the essential nature of Resolution membership for many professionals.</p> <p data-bbox="247 1254 1233 1395">It’s also worth noting that, once again, nearly a third of our new members were associates, reflecting our continued work to be a broad-church membership body, and you can see the breakdown of our members and our associates by profession on this slide too.</p> <p data-bbox="247 1440 341 1469">Income</p> <p data-bbox="247 1478 1241 1619">In 2023 our total income was just shy of two and a half million pounds, an increase from the previous year, a combination of increased income from membership subscriptions, and more training and events being put on than ever before – over 500 members attended last year’s conference in Brighton, one of our biggest ever.</p> <p data-bbox="247 1664 1198 1769">The remainder of our income comes from accreditation, publications, and investments. In addition to these figures we saw a notional income of 22k from interest, and just over 69k from growth in our investment funds.</p> <p data-bbox="247 1814 400 1843">Expenditure</p> <p data-bbox="247 1852 1251 2024">In keeping with the theme of ongoing recovery, the team kept a close eye on our expenditure, whilst still delivering support and training for our members. Together with careful cost control and sound financial management by the Senior Leadership Team and the Board, this meant our overall expenditure was broadly the same as our income.</p>	

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	<p>In any year, it is important that our income is invested wisely in products, services, and activity that supports our members and promotes our core values to the public and policymakers.</p> <p>I mentioned before that we're running more training than ever now – there are costs associated with this, so this figure is higher than last year, although this is balanced out by the increase in revenue, so we're not running this activity at a loss. You can read more about all our activity in the Annual Report, but in terms of how the expenditure breaks down, it can be grouped together under the following headings:</p> <ol style="list-style-type: none"> 1. Spending on training, accreditation and publications at just over £1.2 million 2. Membership support - £410k 3. Influencing and Engagement – media coverage, our parliamentary and political activity and our awareness-raising week – just over £500k 4. Office and administration costs – a relatively small proportion, but all necessary in order to run an organisation of this size. It also includes our training suite, saving us costs elsewhere on venue hire - this is £190k 5. Committees and governance at £68k – this is another area where expenditure remains low, due to the reduced need for travel, and more committee meetings being held remotely. <p>In addition to this we also spent £96k on projects, in the areas of campaigning, training and learning, and membership support. Unlike the rest of our expenditure, these are 'one-off' costs designated by NC, using our reserves to invest in initiatives to support our members.</p> <p>We're able to do this because of our stable financial position. In addition to the income I mentioned before, once you add on interest and investment gains we had a surplus of almost 150k last year, meaning we're able to invest in projects like these for the benefit of all of our members.</p> <p>Reserves</p> <p>Our undesignated reserves stood at just under £750k at the end of 2023. On top of that, the balance of funds that National Committee has designated to projects over the next 2-3 years – including the amounts I mentioned previously - stood at £400k.</p> <p>We need to have a reserve of five to six months' operating costs to protect us in the highly unlikely event that the organisation has to be wound up. With commitments for staff and premises, we need to hold sufficient funds to cover these, and that's partly what the remaining reserves are there to do.</p> <p>The Future</p> <p>We are not a profit-making organisation; and while it is important for us to be in a strong financial position, this is to deliver more for our members. This puts us at a</p>	

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	<p>unique advantage over commercial organisations – profitability is not the driver behind our decision-making.</p> <p>Membership continues to be the lifeblood of our organisation, both for the promotion of the Code in Practice and in terms of our finances through subscriptions and training income.</p> <p>We will continue to monitor our financial position closely, and you will see in the Accounts, and in the Annual Report, a summary of our activity from last year, and the various headings under which this activity falls.</p> <p>These form the foundation for our work in this, and future years, with a firm focus on ensuring we are meeting the needs of our current and potential members.</p> <p>Ordinary resolution MBS proposed the first resolution of the meeting: To receive and adopt the Company's accounts for the twelve-month period ending 31st December 2023, together with the latest directors' report and auditors' report on those accounts.</p> <p>The resolution was put to the vote by a show of hands. There was a unanimous vote in favour with no votes against. There were 32 proxy votes in favour and none against.</p> <p>As this was an ordinary resolution and therefore needed a simple majority, the resolution was passed.</p> <p><u>Approved</u></p>	
8.	<p>Reappointment of Auditors</p> <p>Ordinary resolution MBS proposed the second resolution of the meeting: To re-appoint Azets as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the company at remuneration to be determined by the directors.</p> <p>The resolution was put to the vote by a show of hands. There was a unanimous vote in favour with no votes against. There were 32 proxy votes in favour and one against.</p> <p>As this was an ordinary resolution and therefore needed simple majority, the resolution was passed.</p> <p><u>Approved</u></p>	
8.	Special resolution to change a clause in the Articles of Association	

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	<p>The Treasurer, Simon Blain proposed a special resolution as outlined in the agenda and by email to the membership.</p> <p>The board supports the proposed change to the Articles of Association for the following reasons:</p> <ul style="list-style-type: none"> • Due to insufficient funding the John Cornwell Foundation (the Resolution First for Family Law Foundation) is winding up. • The funding for the Foundation was donated by Iceberg Client Credit, which is no longer trading. And therefore, the Foundation’s only income stream no longer exists. • As currently drafted, our Articles of Association provide that if Resolution were wound up for any reason, any money remaining after winding up would be donated to the Foundation. • In addition, we are currently registered with HMRC as having mutual trading status which means that any surplus made on our membership activities is not taxed. We have now been advised that for mutual trading status to remain in place there is a requirement that in the event of winding up the surplus is returned to members. A surplus cannot go to anyone else, even a charity/organisation with similar aims. • Our articles do not meet this criterion, which jeopardise mutual trading status, and therefore the tax exemption. This leaves Resolution open to increased corporation tax payments. • The proposed changes to the Articles of Association will address the fact that the Foundation is being wound up and the requirement that any funds after a winding up need to be returned to our members to preserve our mutual trading status. <p>It is therefore the unanimous recommendation of the NC that the resolution should be carried.</p> <p>No questions were asked prior to voting on the resolution.</p> <p>MBS put the resolution to the room, as follows:</p> <p>To change clause 3.2 of the Articles of Association</p> <p>Current clause: If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members, but shall be given or transferred to the Resolution Charity (the Resolution First for Family Law Foundation) or any successor charity or to some other body or bodies having objects similar to the objects of the Company, such body or bodies to be determined by the Members at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.</p>	

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	<p>Proposed clause: If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid or distributed among the Members.</p> <p>There was a unanimous vote in favour with no votes against. There were 27 proxy votes in favour and two against, with three abstentions.</p> <p>As this was a special resolution and therefore needed a 75% majority, the resolution was passed.</p> <p>Follow-up queries were answered in the room.</p> <p><u>Approved</u></p>	
10.	<p>A.O.B</p> <p>No further business or questions were raised. MBS thanked everyone for their attendance and closed the meeting.</p>	