

# 2023 EGM Request

## Frequently Asked Questions

### 1. What is an EGM?

An Extraordinary General Meeting (EGM) is a meeting of LI members during which they may make decisions on proposals that cannot wait until the AGM, put to them by the Board of Trustees or by other members. The Rules governing them are fairly standard across most companies and organisations and the LI's own rules on general meetings reflect common practice. The LI rules are set down in the By-Laws.

An AGM is an Annual General Meeting. Its prime purpose is for members to receive the Annual Report & Financial Statements and to ask questions about the running and performance of the Institute. The agenda may also include discussions or decisions on proposals put to them by the Board of Trustees or by other members.

### 2. What is the purpose of an EGM?

An EGM is normally called to discuss a specific issue of importance or concern to the membership which cannot wait until the next Annual General Meeting (AGM).

### 3. How is an EGM triggered at the LI and who can trigger one?

The LI rules for calling an EGM are set down in By-Law 14. An EGM can be called by the Board or requisitioned by 3% of the LI corporate membership.

### 4. What is the process after an EGM requisition is received?

If a valid requisition is received, the Board of Trustees will formally convene a General Meeting within two months of receiving the requisition inviting all corporate members to attend with 21 days' notice.

Proceedings at a General Meeting are governed by the Regulations.

### 5. Can the Board refuse to convene an EGM?

Yes, Board can agree not to convene an EGM if the requisition is invalid or inadmissible under our governing documents.

### 6. If an EGM should take place, who can vote?

The Regulations state that only corporate members who are fully paid up can vote at General Meetings. Student, Retired, or Affiliate members are not eligible to vote at an EGM.

### 7. Has the LI received a valid EGM requisition?

The Board received a formal written requisition for an EGM on 24 January 2023.

The Board of Trustees and Advisory Council have considered the details of the requisition. They have confirmed that the EGM requisition is **not valid** for the following reasons:

- a. The By-Laws provide that an EGM requisition is to be refused if the requisition is not signed by 3% of the corporate membership.  
As of 24 January 2023 3% of the corporate membership stands at 139 members.  
The requisition only listed 131 names.  
In addition the members listed have not signed a copy of the motion or submitted a letter/email

confirming that they support the motion.

- b. The proposed motion is inadmissible on the grounds that it would be ineffective as it is contrary to the LI's governing documents. Under our governing documents the Landscape Institute is not able to delegate decision-making to a third party and arbitration is not a mechanism that is suitable for challenging or re-visiting a decision made by Advisory Council.

**8. What is the purpose for this particular EGM requisition?**

The motion put forwards by the requisitioners states:

*"We move that steps are taken towards establishing the truth and proper reconciliation with regard to matters of governance leading to the removal of the President-Elect in June 2022. Thus, within 30 days of the EGM, the process resultant in his removal would be examined by an independent arbitrator. The findings thereof would be implemented by a binding arbitration. The arbitrator would be appointed by mutual agreement with reference to the Dispute Resolution Service of the Chartered Institute of Arbitrators".*

The 2022 AGM held on 13 December and the Annual Report & Financial Statements included the details of the Advisory Council decision to the membership. The decision to remove the former PE was discussed at length, and there was majority support for the action taken by the Advisory Council. It was made clear that the whistleblowing case is closed, and the serious nature of the disclosures mean it cannot be open for review. Full details are available to members [here](#)

This EGM request by a small group of members seems to be a further attempt to challenge the outcome of last year's whistleblowing case against the former President Elect and the decision to remove him from office.

**9. Have the Board taken legal advice on this requisition?**

Yes, the decision regarding this requisition is based on external legal advice.

**10. How do we move forwards from this?**

As summarised at the AGM the majority of members of the LI want the Institute to move on and focus on delivering its professional priorities.

2023 must be a turning point for the Institute, and your Board and Advisory Council are determined to see it move forward and to deliver a modern, fit for purpose, welcoming and inclusive organisation. For the LI to operate effectively it is essential for collegiate and respectful working relationships to exist between members, service providers and the staff team. A new behavioural framework will set out the "expected" behaviours which will apply to all those participating in Institute activities and the policies and procedures that will be enacted if they are not followed. The framework will make clear that we will not accept unacceptable behaviour in any form. This includes, unprofessional conduct, inappropriate behaviour and attempts to undermine or unduly influence due process, etc.