



## Minutes of Special General Meeting 17 December 2020

### 1. Confirmation of Quorum (minimum 15 members present)

Because this is the second attempt to hold this meeting following a meeting on November 19 in which there was not a quorum, there was not a need to have a quorum. However, the meeting opened with 17 people. The member's names are listed below.

Chair Bindu Varkey

Directors Robert James, Alison Le Cornu, Tina Fegent, Eliane Pony, Steve Edwards,

Members: Tabitha Rand, Ian Kennedy, David Seward, Jennifer Simmons, Jean-Marie Assande, Rachel Fletcher, Martin McGovern, Jamie Hartzel, John Coyle, Fiona Kaluza and Julia Brockleby.

### 2. Declarations of interest

Eliane Pony declared that she works for SOHA, Robert James declared that he was a member of SWAN CU which he joined to test their system. Other members offered potential conflicts, but the Chair did not consider them to be conflicts within the rules of the credit union.

### 3. Summary of the proposals

The chair used the attached presentation to summarise the proposals.

### 4. Questions

Q1 Can I ask what happens to OCUs' common bond? Swan covers Aylesbury and Milton Keynes so has a different common bond?

A1 The Swan common bond currently includes Oxfordshire and so nearly of OCU members will fit into the Swan common bond. However, between now and the merger the Swan common bond will need to be increased to take account of SOHA (see proposal 2).

Q2 What will happen to the existing OCU exec board? will you cease to exist completely?

A2 Swan have agreed that at least two members of the current board will join the Swan board. But there are a significant no of other projects and work within the CU which will require volunteers and so the exec board will continue to be active in the credit union in one way or another.

Q3 Will the deferred capital loans be repaid early on merger or as scheduled?

A3 OCU have identified three people who are willing to provide cash to replace the deferred capital loans, should this be necessary. So closer to the merger, existing loan providers will be offered an opportunity to have their loan repaid early or they can renew their loans.

Q4 You said that the current servicing fees are being raised by 56%. What will the costs be of the proposed merger? and what will be the new servicing fees level?

A4 OCU's total annual costs are approximately £80,000 of which £50,000 is the charge from CUS (up from 31,000 the previous year). The combined Swan and OCU is likely to require one extra member of staff with a total employment cost of circa £30,000. Therefore, annual costs after merger of the combined entity will increase by £30,000 but with no CUS charge, will decrease by £50,000, i.e. a net saving of £20,000 per annum. The cost of merger, as a one-off cost will be much lower than the £20,000 annual saving.

Q5 Do you foresee significant growth in OCU's loan base following the merger?

Swan have been very successful in the last year, growing by over 20%. OCU expect to follow in this growth pattern, taking advantage of the significantly better systems and extra time volunteers and directors have to focus on growth projects.

### 5. Proposal 2 Vote

The Directors recommend that the Oxfordshire Credit Union common bond be increased to include South Oxfordshire Housing Association (SOHA) and that rule 7c. and 7d. be changed as per below with the addition of the words highlighted.

c. An individual who is employed by the following employers:

- i) South Oxfordshire and the Vale of White Horse District Council
- ii) Oxford University Hospitals Trust
- iii) Oxford Bus Company
- iv) **South Oxfordshire Housing Association**

d. An individual who is otherwise associated with other individuals through being a tenant of the above Housing Associations.

There were no questions about this proposal

### Vote on proposal 2

Proposal 2	Online	Postal	At SGM	TOTAL
For	10	4	16	30
Against				
Abstain			1	1
Total	10	4	17	31
% in favour	100.00%	100.00%	94.12%	<b>96.77%</b>

All voted were checked to ensure there were no other duplicates.

The proposal was approved

#### 6. Proposal 1 Vote

The Directors are recommending that there be a transfer of undertakings of OCU's assets to another Credit Union called Swan Credit Union, which trades as Swan Community Bank.

Proposal 1	Online	Postal	At SGM	TOTAL
For	10	3	16	29
Against		1		1
Abstain			1	1
Total	10	4	17	31
% in favour	100.00%	75.00%	94.12%	93.55%

The proposal was approved

#### 7. Minutes of Special General Meeting of 14 October 2020

The meeting discussed and reconfirmed the proposals from the meeting of 14<sup>th</sup> October 2020 and approved the minutes of that meeting.

#### 8. Close

The chair brought the meeting to a close at 6.45.