

DRAFT MINUTES OF THE 2013 EGM

Held at Holiday Inn, Crick

on Saturday 19th October 2013 at 2pm

PRESENT:

Mr W A Heeks (WAH) Acting Chairman/Regional Director – North
Mr R Kibblewhite (RK) Regional Director – West Midlands
Mr P Simpson (PS) Regional Director – East Midlands
Mr T R Bobbett (TRB) National Director
Mr D J Jellicoe (DJ) National Director
Mr G Walker (GW) National Director
Mr N Fellows (NF) CEO

MINUTES SECRETARY:

Mr S C Oldman

APOLOGIES:

Mr J Offord Regional Director – South East
Mr K J Newton Regional Director – South West

QUORUM:

37 members in total were present plus 1 guest.

Tony Heeks (WAH) welcomed everyone to the EGM confirming that the only item on the agenda was a vote to adopt the proposed new Articles of Association. He stated that he was not aware of the number of proxy votes received but invited questions from the floor on the proposed new Articles.

Janet Stennett (JS) asked if there was any point in raising questions as the outcome would be determined by the number of votes received.

GW suggested this was an opportunity to help members with the understanding of the new Articles, if anyone wanted clarification.

Clive Hames (CH) stated he did not want to ask any questions on what had already gone but could someone explain why voting members had their papers returned as incorrect when voting against the resolution. CH did not understand that on a proxy form a proxy needed to be named, whether it was the Chairman or someone else.

WAH asked Connie Pierre (CP) to answer why some forms were returned. CP stated that they were either not dated correctly or not signed. NF confirmed that there has to be a proxy to carry a vote. It is not a ballot, it is a proxy form and members have to sign their proxy over to another member who will be attending the meeting. CH said unless they appoint a proxy or Chairman they cannot just tick a box so what was printed in the magazine 'simply tick a box' was incorrect. NF responded if they ticked the box, dated and signed it but did not cross out the Chairman it would have been fine. CH considered it had been misleading and he has had numerous calls from members asking how they should fill in the form. It should have been simply a tick box. NF re-stated that it is a proxy form, not a ballot paper, and the proxy vote needs to be given to someone.

Sara Chambers (SC) wanted to clarify where someone filled in a name in the second part of the form it would read "I appoint the Chairman or Joe Bloggs". If Joe Bloggs was here who would be carrying the proxy?" She suggested this needs to be clarified for future meetings. It would have been better to have the Chairman proxy as the second option. NF said as long as they had ticked a box and indicated a vote it would not matter which proxy carried that vote, it is the vote that is important.

WAH asked if there were any more questions.

SC asked if the proxies were being adjusted for those present at the EGM. NF confirmed they would be so adjusted.

SC asked how the board was going to endeavour to ensure there is both male and female representation on the Board - has there been a decision to encourage female members to join the board? TRB responded that this was an aspiration at this stage. He added he believes there should be a female director but we need to be aware that only 6% of the membership is female. The Board were waiting for the outcome of the EGM before formulating a strategy in this respect. WH suggested one of the Independent Directors could be female.

WAH requested ballot forms to be distributed.

JS asked if the two current director positions becoming available next year will be advertised on the website. NF responded that this will be done next week. JS replied "The sooner the better as this could help attract new blood".

SC asked why it was decided that the Chairman could not be drawn from one of the two Independent Directors. TRB replied that it was a specific point raised by the North Regional Committee during the consultation that they would prefer the Chairman to be chosen from the Directors elected by the membership.

Nicola Heron (NH) asked who was sitting at the front of the meeting next to Laura Saunbury. NF replied that it was David James who then turned round and explained that he was advising the company on the new Articles. NH asked which firm of solicitors David was from. David replied it was Moorhead James, a company which specialises in company law.

WAH explained how the ballot papers should be completed.

WAH requested ballot forms be collected and counted.

CP delivered the ballot count to WH.

WAH read out the results as "For 1,306 being 85.1% and Against 229 being 14.9%" and confirmed that the new Articles were now adopted.

WAH closed the meeting at 14:20.

An informal Q&A session then followed.
