

## **CLEVELAND BAY HORSE SOCIETY**

### **Minutes of the Extraordinary General Meeting Held at The Ramada Jarvis Hotel Wetherby Saturday 4<sup>th</sup> April 2009 at 3.00pm**

Present: Mr & Mrs D Anderson, Mr D Welch, Mr S Pullan, Mr C Green, Mr C Medforth, Sue Cutts, Cecilia Delville-Lindsay, Jean Morgan, Jane Preston, Jane Horton, Caroline & Mary Scurrah, Barbara Martindale, Maureen Horsfall, Nigel Cowgil, Peter Emmerson, Joanne Firth, Claire Brassett

Apologies for Absence

Liz Worthy, Heather Warburton, Heather Ketley, M Wood, John Connolly.

Introduction by the Chair of Council– Mr David Anderson

Welcomed everyone again to the meeting and said that there were two parts to the afternoon. The first, to discuss Postal Voting and to take a vote on whether to accept or not. The second, to agree a series of amendments to the articles of Association of the CBHS which had been identified as requiring amendment.

## **Postal Voting.**

DA presented a slide presentation on Postal Voting which had unanimously been agreed by council. The major change was the appointment of an independent scrutineer.

DW proposed

BM seconded

**Vote – those in favour ....vote carried unanimously**

(Slide presentation attached to minutes, appendix 1)

## **Amendments to the Articles of Association**

Nigel Cowgil opened by saying he would read out each proposed amendment to the Articles of Association, explain the change and take a separate vote on each amendment.

### **COUNCIL**

8. The Council shall consist of 15 Members (*who must ordinarily reside in the United Kingdom*) and at least two thirds of whom shall be

Members who, at the date of their election or re election, are Pure Bred Breeders.

The Chairman of Council and Deputy Chairman will be elected annually by the Council from within the Council Membership and may serve a maximum of 6 years in office before being out of office for at least 1 year before being eligible for re election.

Note: Amendment in italics denotes the proposal that Council members should reside in the UK.

**Vote – those in favour ....vote carried unanimously**

9. The President and President Elect shall be elected by the Members at the Annual General Meeting of the Society; they shall serve for one year and shall be eligible for re-election. The President shall have an ex officio right to attend all meetings but with no vote.

Note: Amendment overlooked at the last Forging the Future review when it was agreed the President term would be one year and not two.

**Vote – those in favour ....vote carried unanimously**

New Member

12. No person shall be eligible for election to the Council at any General Meeting unless, not less than 90 and no more than 120 days before the date appointed for the Meeting, there shall have been left at the registered office of the Society, notice in writing as prescribed by the CBHS and signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given, of his intention to propose such person for election provided that no person not being a Pure Bred Breeder shall be elected to replace a retiring Pure Bred Breeder if his election will be a breach of Article 8

Note: Amendment needed to timescales to facilitate the administration of postal voting

**Vote – those in favour ....vote carried unanimously**

Quorum

17. The Quorum of the Council shall be eight

Note: Amendment from 10 to reflect reduced Council following Forging the Future

**Vote – those in favour ....vote carried unanimously**



## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

### **Disqualification**

18. i) Any Council member who shall fail in observance of any rule, regulation or bye-law made by the Council of the Society, or whose conduct in any respect shall be, in the opinion of the Council, derogatory to the character or prejudicial to the interests of the Society, may be removed from the Council, by resolution to that effect, passed by a majority of at least two-thirds of the Members of the Council present, and voting at a Special Council meeting of which not less than 21 day's previous notice, specifying the intention to propose such resolution, shall be sent to all the Members of the Council and to the person in question and at which not less than 8 members of the Council, exclusive of the Member whose removal is in question shall be present. Provided that the said Notice sent to the person in question shall state that he may attend the Meeting with or without Counsel or Solicitor and be heard, but that in default of appearance the Council may proceed Ex Parte.
- j) Ceases to ordinarily reside in the United Kingdom.

Note: Amendment to articles to allow removal of Council member for misconduct or if moves abroad. Currently no such provision to remove from Council only for complete removal as a member. The residence aspect ties in with the change to article 8.

**Vote – those in favour ....vote carried unanimously**

- 21 (m) The Council shall be permitted to consider applications for membership to the Society from foreign Cleveland Bay Societies and if such application is accepted the foreign society shall become an affiliated member of the Society and shall be bound but its Rules and Regulations for the time being.

On admission as a member of the Society an affiliated society shall be obliged to pay the annual fee of the current overseas subscription. On payment of the annual fee the affiliated society shall be entitled to nominate a representative, who shall also be a member of the UK Society, to attend Council meetings and such representative shall be entitled to vote at a Council meeting providing there is always a quorum of UK Council members in attendance at the meeting

Note: Proposal to delete this redundant paragraph which was overlooked in the Forging the Future review

**Vote – those in favour ....vote carried unanimously**

Voting

32. All questions and matters brought before General Meetings shall be decided by a majority of the votes of the Members actually present (each Member having one vote) the results of which will be announced at such a meeting. In the case of the election of Council members such an election may, if Council considers it appropriate, be determined through a postal vote conducted prior to the General Meeting. In the case of a postal vote where 2 or more persons have equal votes to fill any place on the Council, the subsequent voting shall be by secret ballot of those members present. In the event thereafter of equality of votes the Chairman of the meeting shall have a second or casting vote, in addition to his vote as a Member. When any vote or the result thereof has been announced at a General Meeting the number of votes cast for a motion or an individual shall be declared openly to the meeting and formally recorded in the minutes. Where a Postal vote is held in the circumstances referred to above it will be conducted in accordance with any such rules made by Council under Article 21.

Note: Amendment needed to facilitate open Postal Voting. Wording left deliberately flexible to cover situations where there is no need for a postal vote i.e one vacancy and only one applicant

**Vote – those in favour ....vote carried unanimously**

#### Service of Notices

42. A notice may be given by the Society to any Members either personally or by sending it by post to him or to his registered address, *or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notice to him.* Where the notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and any other case at the time which the letter would be delivered in the ordinary course of post.

**Vote – those in favour ....vote carried unanimously**

#### Who is entitled to notice of general meeting

43. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- a) every Member *except those who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;*
  - b) every person being a legal personal representative or trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the Meeting and
  - c) the Auditor for the time being of the Society.

No other person shall be entitled to receive notices of General Meetings

**Vote – those in favour ....vote carried unanimously**

Note: Proposed deletion of words in italics so that overseas members have the same right to receive all documents as UK members.

The meeting then ended.

Dave Anderson (Chairman of Council)

A handwritten signature in dark ink, appearing to read 'D Anderson', with a stylized, cursive script.



# APPENDIX 1

## EGM Postal Voting

4<sup>th</sup> April 2009

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## Postal Voting

### *2 issues raised at AGM*

The perceived high cost to the CBHS

Requirement for independent scrutineers to count votes that do not require reciprocal arrangements with the CBHS society

2

## Postal Voting

### *AGM- Proposal from the members*

At the Council Meeting on 10 Jan 2009 the AGM proposal was considered unworkable and has since been redrafted, taking into account the members views and ensuring compliance with the Charity Commission rules

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## Postal Voting

### *solution*

Cost of approx. £250 less than £1 member

4

### **Rules for Postal Voting**

Postal voting to take place only if the number of candidates exceeds the number of vacancies

Postal voting would be to elect Council members only  
-other matters to be voted upon at the AGM

All fully paid up members would be given a postal vote and the results announced at the AGM

All votes must arrive by post and to the address specified

5

### **Rules for Postal Voting cont'**

No votes would be accepted after the closing date

Votes would have to be cast for the total of seats vacant or the paper would be considered spoilt

Votes would be sent to an independent scrutineer to be counted

In the event of a tie the AGM would vote

6

### **Rules for Postal Voting cont'**

Ballot papers be sent out in the most cost effective way

Scale of 12 weeks would be needed to send and collect voting papers

Changes to Articles 12 and 32 require approval at an EGM to allow for Postal Voting to take place

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### **For Postal Voting**

More time available for discussion at AGM

All members can elect council members even if they cannot attend AGM

8

## **Extraordinary General Meeting of the Cleveland Bay Horse Society (CBHS)**

As a member of the CBHS you are hereby given notice of an Extraordinary General meeting to be held at the Ramada Jarvis Hotel Wetherby on Saturday 4<sup>th</sup> April 2009 at 3pm to consider the following Special Business.

The following amendments to the Articles of Association of the CBHS have been identified as requiring amendment. There is a brief note under each proposed amendment explaining the reason for the change.

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The Chairman of Council and Deputy Chairman will be elected annually by the Council from within the Council Membership and may serve a maximum of 6 years in office before being out of office for at least 1 year before being eligible for re election.

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Dave Anderson (Chairman of Council)

February 2009

#### **Directions to the venue are as follows**

**From the south - Take the M1 North to junction 48, where it joins the A1 at junction 44. Continue north for six miles, then take the exit off the A1 signposted A661 Wetherby. The Ramada Wetherby hotel is located at the end of the slip road on the left-hand side.**

**From the north - From the A1 southbound, take the exit signposted Tadcaster/Otley (A659).**

**At the roundabout, double back on yourself, taking the fourth exit back on to the A1 North. Take the next exit off the A1 signposted A661 Wetherby.**

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# Postal Voting Update

Dear Members,

At the Council Meeting on the 10 Jan 2009 the council decided by a substantial majority ( For 10, Against 1, Abstain 2 ) to review the vote cast at the AGM on a series of amendments to the Postal Voting procedures on the following grounds:-  
**The CBHS should endeavor at all times to be compliant with the rules and best practices of the Charity Commission.**

The proposal voted upon at the AGM to send the overseas members a postal voting form by right and to withhold the voting forms to UK members only to be sent out on request was considered to be discriminatory.

This proposal had little to no savings as the the largest single element of cost was the postage to the 40 overseas members.

The 28 days to send and receive American, Australian and New Zealand member votes was too short a lead time to guarantee returned ballot papers.

Overall the proposal was considered to have been rushed through on the day without due care and attention to the detail.

**All changes should be capable of being drafted into our Articles of Association**

As a consequence of the above it was considered from a legal position not possible to cover all aspects of these changes through our Articles of Association which we are require to do by law.

## **The Way Forward**

The two points of concern highlighted on the day were  
the perceived high cost to the CBHS  
independent scrutineers who do not require reciprocal arrangements with our society

A new Postal Voting group of Charles Medforth, Sue Cutts and Dave Anderson will look at new solution to comply with the members requests as well as acheiving the best practice of the Charity Commission.

I am confident with new work undertaken that the council will be able to satisfy those requirements.

David Anderson  
Chairman



# EGM Postal Voting

4<sup>th</sup> April 2009

# Postal Voting

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