

# Annual Meeting of Members 2019

A Meeting of Members  
will be held at:

Whittle House  
Foleshill Enterprise Park,  
Courtaulds Way,  
Coventry CV6 5NX  
on  
Thursday 9th May  
2019 at 6.30 p.m.

Refreshments available prior to the meeting  
All attendees will receive £10 in Society Gift Vouchers

## Agenda

1. To confirm the minutes of the Annual General Meeting held in May 2018
2. To receive the Board of Directors' report
3. To adopt the Accounts for the year ended 19th January 2019 together with the Independent Auditor's Report therein
4. To approve the following recommendation of the Board of Directors' that the fees for the Board of Directors shall be as follows:
  - President: £5,500 (per annum)
  - Vice President: £4,500 (per annum)
  - Directors: £3,500 (per annum)
5. Appointment of Auditors:-  
Nominated - Grant Thornton UK LLP
6. To receive the Report of the Education and Member Relations Committees
7. Declaration of the result of voting for Board of Directors and Member Relations Committees

### To obtain admission to the meeting

In order to gain admission to the meeting a member must produce their own personal Member Share Pass Book or a receipt in lieu of the Pass Book. Each member shall have one vote and may vote for candidates in each region. They must have been accepted as a member for a period of not less than six months prior to the date of the meeting and must hold at least one £1 share.

IAN BAIN, Financial Controller & Secretary, 26th March 2019



# Election of Directors 2019

NOMINATIONS ARE INVITED FROM SUITABLY QUALIFIED MEMBERS OF THE SOCIETY TO FILL THE FOLLOWING VACANCIES:

## Coventry Region

1 seat for 3 years

1 seat for 2 years

(Maximum one employee)

## Hinckley Region

1 seat for 3 years

1 seat for 2 years

## Nuneaton Region

1 seat for 3 years

## Rugby Region

1 seat for 3 years

Existing Directors who are eligible for re-election are:

## Nuneaton Region

Mr. M. Alexander

## Rugby Region

Mr. M. Rumsey

## Hinckley Region

Mr. C. J. Newman

## Nomination Forms

Nomination Forms can be obtained from the Society's Registered Office, Whittle House, Foleshill Enterprise Park, Courtaulds Way, Coventry, CV6 5NX and must be returned to the Financial Controller & Secretary of the Society at the Registered Office by 5.00 p.m. on Wednesday 17th April 2019.

Voting for all vacancies will take place at a Meeting of Members to be held in Coventry.

**IAN BAIN, FINANCIAL CONTROLLER & SECRETARY**

26th March 2019



# Election for Education & Member Relations Committee 2019

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**NOMINATIONS ARE INVITED FROM SUITABLY QUALIFIED MEMBERS OF  
THE SOCIETY TO FILL THE FOLLOWING VACANCIES:**

**Coventry Region**  
2 seats for 3 years

**Nuneaton & Hinckley Region**  
2 seats for 3 years

**Rugby Region**  
2 seats for 3 years  
1 seat for 2 years

**Existing Committee Members who are eligible for re-election are:**

**Coventry Region**  
Mr. L. Woolcock  
Mrs. G. Birrane

**Nuneaton & Hinckley Region**  
Mrs. L. Geary  
Mrs. J. Lunn

**Rugby Region**  
Mrs. B. Quinney  
Mr. D. Carter-Walford

## **Nomination Forms**

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Voting for all vacancies will take place at a Meeting of Members to be held in Coventry.

**IAN BAIN, Financial Controller & Secretary**  
26th March 2019





## **Annual General Meeting Standing Orders**

In order to assist the democratic process, the Rulebook of Heart of England Co-operative Society allows its Board of Directors to develop and adopt standing orders for the effective management of its meetings (Rule 72). Standing orders provide additional detail in line with the registered rules. These standing orders will be reviewed every three years with amendments approved by the Board.

### **1 General meetings**

1.1 The Society shall hold an annual general meeting each financial year. General meetings may also be convened at other times by the Society Secretary on the order of the Board or upon a written request from members which meets the detailed criteria in our Rulebook (Rule 14). A general meeting may not take decisions which are unlawful or on matters which are not relevant to Heart of England Co-operative Society.

1.2 All members of Heart of England Co-operative Society meeting the criteria set out in the Rulebook (Rules 56 & 57) are entitled to attend general meetings. Notice of General Meetings shall be provided as per the Rules of the Society. In addition to notification in local newspapers and on the Society's website, notice will also be advertised in all trading outlets. It shall be at the Board's discretion whether it is deemed appropriate to advertise such meetings in any funeral homes operated by the Society.

1.3 At least 21 days' clear notice of a general meeting will be provided to members and will include the time, date, location and agenda including all resolutions being put to the meeting. The proceedings at a general meeting are not invalid if there has been an accidental omission to send a notice to a member or members or the notice is not received by a member or members.

1.4 Any of these standing orders may, if necessary, be suspended by a vote of a two-thirds majority of members present on a poll vote/ballot. The decision of the Chair on any point shall be final.

## **2 General meeting agendas**

2.1 The agenda for the annual general meeting must include adoption of the Annual Report and Financial Statements, a report on the Society's performance in the previous year and the appointment of auditors.

2.2 The agenda for general meetings will be prepared by the Secretary and approved by the Board of Directors before circulation to members.

2.3 Any member may submit in advance a resolution for inclusion on the annual general meeting agenda. Member resolutions require the prior approval of the Board of Directors and can be refused or amended in accordance with Rule 43(e). The details and deadlines for submission of member resolutions are as stated within the Rulebook (Rule 43).

2.4 Member resolutions must be formally proposed and seconded at the annual general meeting by the proposer and the seconder included in the original submission.

## **3 Proceedings at General Meetings**

3.1 The Chair of Heart of England Co-operative Society's Board shall chair general meetings; in the event of their absence the Vice Chair of Heart of England Co-operative Society will act as Chair and in the event of neither being present, the directors in attendance shall appoint one director to chair the meeting. For the purposes of the standing orders below 'Chair' shall refer to the individual chairing a general meeting.

3.2 The decision of the Chair on any point, including points of order, shall be final.

3.3 At the opening of each general meeting the Chair will make reference to the formal notice and agenda for the meeting which has been provided to members.

3.4 The Chair is responsible for ensuring that each item on the agenda is allotted a fair amount of time and that decisions are made democratically in accordance with the Rules. Items included in the agenda take precedence over all other business.

3.5 No business shall be transacted at any general meeting unless a quorum of members is present. The quorum is as defined in the Rulebook (Rule 66).

3.6 The Society Secretary will oversee the administration and facilitation of the business of the meeting. A declaration that the meeting is quorate must be made by the Society Secretary before the business of the meeting can begin. The Society Secretary will be responsible for ensuring that all eligible members represented are able to vote and that no member is able to cast more than its allocated votes.

## **4 Adjournment**

4.1 If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the Chair must adjourn the meeting.

4.2 The Chair may adjourn the meeting whilst a quorum is present if the meeting consents or it appears to the Chair that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

4.3 When adjourning a meeting the Chair must specify the date, time and place to which the meeting will be adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.

## **5 Speaking at general meetings**

5.1 Members are able to exercise their rights to speak at the general meetings in accordance with the Rulebook (Rule 55).

5.2 No person shall speak from the platform unless he or she does so with the express or implied authority of the Chair.

5.3 Individuals speaking from the floor, including those asking questions, must declare their name.

5.4 The framework for timing the presentation of formal business and resolutions put to a general meeting shall be determined by the Board of Directors in setting the agenda. Unless the express consent of the Chair is given, the proposer of a resolution may speak for up to five minutes and the seconder for a resolution for up to two minutes. Each speaker in any subsequent debate may speak for up to three minutes.

5.5 Attendees shall be professionally courteous and only one individual shall speak at a time. The Chair may call attention to continued irrelevance, repetition or breach of order and may request an attendee to stop speaking on those grounds. In circumstances of inappropriate behaviour the chair may request the attendee to leave the meeting.

## **6 Voting at general meetings**

6.1 Voting at general meetings will be done in accordance with the Rulebook (Rules 57 to 64).

6.2 At a general meeting on a show of hands every member present shall have one vote.

6.3 All resolutions at a general meeting shall be put to a member vote.

6.4 The default position for a resolution will be a vote on a show of hands, unless a paper ballot is requested under Rule 58.

6.5 A simple majority of all members present and voting will be sufficient to pass all resolutions with the Chair has a second and casting vote should this be required.

6.6 If a ballot is required for the appointment of Directors and Member Relation Committee members. The ballots will be collected and votes counted by scrutineers approved by the Members prior to the vote.

6.7 Once the scrutineers are satisfied that the votes have been counted accurately and agreement on the outcome reached, the result will be provided in writing to the Society Secretary. The result will state the number of votes for and against the resolution and the number of members abstaining from the vote. The Society Secretary will announce the result of the resolution to the general meeting before the close of formal business.

## **7 Minutes**

7.1 The minutes of the previous annual general meeting will be presented to each annual general meeting for approval as an accurate record of proceedings.

7.2 The Society Secretary will ensure that accurate minutes are produced of all general meetings and made available to the Board of Directors and members following annual general meetings.

7.3 Minutes will record decisions and key areas of debate; they will not provide a verbatim account of the meeting.

## **8 Process for the Election of Directors**

8.1 In the event of the society holding a single annual general meeting the procedure for the election of directors shall be as follows.

8.2 The Notice for Annual General Meeting shall include details of the election of Directors and the eligible candidates in each region of the society (Rule 53).

8.4 Suitably qualified candidates (Rule 86) shall be elected from the four regions of the society (Rule 73).

8.5 If in any region there is only one vacancy and an eligible candidate (Rule 86) is satisfactorily nominated they will be deemed duly elected for a term of three years.

8.6 In the event of there being two or three vacancies and the number of candidates matches the number of vacant positions in any of the societies regions duly qualified members (Rule 57) shall have the opportunity to vote by a paper ballot to determine the term of office. The candidate receiving the highest vote will serve for three years, the second for two and the third for one year.

8.7 In the event of contested elections in each or any of the societies regions duly qualified members (rule 57) shall have the opportunity to vote by paper ballot for one candidate to serve on the board in each region.

8.8 In the event of there being more than one vacancy in any one region and there being sufficient candidates duly nominated for there to be a contested election in these circumstances depending on the number of vacancies the candidate receiving the highest number of votes will be elected to serve a three year term the second highest will serve for two years and if there is a third vacancy the candidate receiving the third highest vote elected for a one year term.

8.9 If any vote results in a tie a recount will be taken. If after a recount the tie persists and the candidates wish to continue to stand the vacancy will be resolved by the drawing of lots.

Approved by the Heart of England Co-operative Society Board of Directors on 26<sup>th</sup> March 2019.