



## **Kings Heath BID AGM 30<sup>th</sup> March 2021 Results of Resolutions and Director Elections**

A total of 110 ballot and resolution packs were returned by the deadline of 5pm, Friday 26<sup>th</sup> March 2021, as such requesting that the Chair carry out proxy votes on behalf of the members, as per the Corporate Insolvency and Governance Act 2020 (CIGA 2020) guidelines.

**Resolution 1** related to Article 15.1<sup>1</sup> of the company's Articles of Association as the Board failed to hold an Annual General Meeting (AGM) in October 2020.

**Resolution 2** related to Article 12.3<sup>2</sup> of the company's Articles of Association as the Board failed to give ten clear working day's-notice of the names of persons seeking appointment as a Director of the company.

**Resolution 3** sought approval of the membership to hold this AGM under CIGA 2020 guidelines.

**Resolution 4** sought to establish a clear picture from the membership as to what position the BID should take on behalf of its members with respect to the Low Traffic Neighbourhood (LTN).

**Resolution 5**, dependent of the outcome of resolution 4, asked members to adopt a for or against stance with respect to the LTN, should that resolution indicate that one was to be required.

**Resolutions 6-10** sought the ratification of Directors co-opted onto the BID Board since the last AGM (October 2019).

Additionally, a ballot was held, under the Single Transferable Vote (STV) system for the appointment of nine new directors onto the Board. As there were 11 candidates, this vote was undertaken in line with Article 12.8 of the company's Articles of Association.

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<sup>1</sup> Article 15.1: the Directors will call an Annual General Meeting of members to take place in October each calendar year.

<sup>2</sup> Article 12.3: Not less than ten clear working days before the date appointed for holding a General Meeting, the directors shall give notice to everyone entitled to receive notice of the meeting of the name of any person who has given valid notice of their intention to seek appointment or reappointment as a Director.



However, the explanation given in 12.8.1 as to how STV works is incorrect. An online system was therefore used to calculate the results of the election.

The system used the Weighted Inclusive Gregory Method for reallocating surplus votes in a single transferable vote election. The quota for election was (number of votes)/(number of seats +1) rounded up to two decimal places. At each stage of the count, if more than one candidate had a surplus vote, the largest surplus was transferred first. All ties were broken randomly<sup>3</sup>.

The outcome of the votes is as follows:

<b>Total number of votes cast:</b>	<b>110</b>
Votes disqualified due to duplication <sup>4</sup> :	12
Votes disqualified as cast by ineligible businesses (not levy payers):	2
Votes disqualified due to spoilt papers:	1
Votes disqualified due to new member applications from businesses with outstanding levy payments (as per Article 13.5.4 of the company's Articles of Association) <sup>5</sup> :	9
Votes disqualified due to lack of corporate authorisation (as per Article 13.3 of the company's Articles of Association) <sup>6</sup> :	13
Votes disqualified as they were unreasonably obtained (as per Article 20.12 of the company's Articles of Association) <sup>7</sup> :	20
<b>Total number of valid votes:</b>	<b>53</b>

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<sup>3</sup> The system used was from: [www.paul-lockett.co.uk](http://www.paul-lockett.co.uk)

<sup>4</sup> Six businesses had two sets of papers returned

<sup>5</sup> Article 13.5.4: No person (whether individual or corporate) shall become a member of the company unless they have paid the BID levy.

<sup>6</sup> Article 13.3: Corporate members shall identify to the company the name of an authorised person to act as their representative.

<sup>7</sup> Article 20.12: Where there is evidence that satisfies the members, on the balance of probability that proxy votes have been obtained by intimidation, force, or illegal or unreasonable means, then the meeting can vote to exclude any votes from the proxy concerned.



Resolution 1: <i>The membership ratifies the breach of the Articles of Association in relation to the late holding of the 2020 AGM</i>	Yes 40	No 9	Abstain 4
Resolution 2: <i>The membership recognises that the notice was delayed by 24 hours and that as such Article 12.3 of the Company's Articles of Association was breached and that it accepts that this had no material bearing on the delivery or outcome of the AGM.</i>	Yes 40	No 9	Abstain 4
Resolution 3: <i>The membership endorses the Board's decision to hold the AGM by proxy vote as permitted by the Corporate Insolvency and Governance Act 2020</i>	Yes 40	No 9	Abstain 4
Resolution 4: <i>The membership agrees that the BID should continue to adopt a neutral position with respect to the LTN issue.</i>	Yes 26	No 19	Abstain 8
Resolution 5: <i>In the event that the members consider the BID should not maintain a neutral position with respect to the LTN, proposals what position should the board adopt.</i>	Oppose the proposals 20	Accept the proposals 8	Abstain 25
Resolution 6: to ratify the appointment of Jonathan Jaffa of I Had One Of Those as Director of Kings Heath BID	Yes 39	No 12	Abstain 2
Resolution 7: to ratify the appointment of Jonathan Nash of the Hare & Hounds as Director of Kings Heath BID	Yes 38	No 13	Abstain 2
Resolution 8: to ratify the appointment of Karen Pemberton of The Works as Director of Kings Heath BID	Yes 40	No 11	Abstain 2
Resolution 9: to ratify the appointment of Philip Osman of Kings Heath CIC as Director of Kings Heath BID	Yes 39	No 12	Abstain 2



Resolution 10: to ratify the appointment of Brett Rehling of The Kitchen Garden Cafe as Director of Kings Heath BID	Yes 40	No 11	Abstain 2
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Outcome of the ballot to elect Directors to the Board:

Mahboob Yasin	Cartridge & Print Solutions	Elected at stage 1
Alvydas Luitatis	Lab & Lounge Ltd	Elected at stage 2
Andreas Hawkins	Fletchers Bar	Elected at stage 3
Henry Poultney	Grace & James	Elected at stage 4
Sophie Poultney	Poli	Elected at stage 5
Wendy Bill	Maurice Robinson Sports	Elected at stage 6
Mary Reynard	The Karma Centre	Elected at stage 8
Jacob Wilkins	Glovers Estate Agents	Elected at stage 10
Phil Alden	Feet First	Elected at stage 10
Chris O' Neill	Relax & Comfort	Eliminated at stage 7
David Thompson	Eaton Mortgages	Eliminated at stage 9

Members of the BID Company are able to view returned resolution and ballot papers in the BID office by appointment. Papers may not be removed or photographed.

Previous member meetings have struggled to achieve numbers similar to those returned for this year's AGM, which therefore represent a robust set of results and solid mandate for the BID moving forwards.