

DISCUSSION PAPER– Tuesday 24th September 2019

Subject: Discussion Paper 2 – Timetable for Kings Heath BID Annual General Meeting

Decision to made:

To agree a date for the Annual General meeting in October.

Background

The Articles of Association for the company that were adopted on 20th June 2018, state the following with regards an Annual General Meeting:

“15.1. The Directors will call an annual General Meeting of Members to take place in October each calendar year.”

The Articles go on to say:

“16.2. A General Meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least fifteen Clear Working Days’ notice. All other General Meetings shall be called by at least ten Clear Working Days’ notice.”

At the Annual General Meeting additional Directors can be elected. The Articles say:

“12.1. Where a notice of a General Meeting or Annual General Meeting includes notification of an intention to consider a resolution to elect Directors onto the Board, the notice must be sent to all Members not less than twenty clear Working Days before the date of the meeting. The notice will invite Members to nominate themselves or other Members as Directors and, should they intend to make such nomination they must notify the BID office twelve clear working days before the meeting.

12.2. No person shall be appointed or reappointed as a Director at any General Meeting unless:

12.2.1. that person is recommended by the Members for appointment or reappointment as a Director at the meeting by a clear majority; and

12.2.2. not less than twelve clear working days before the date appointed for the meeting the person has nominated themselves to be appointed or reappointed or a Special Resolution of the Members is passed permitting late nomination.

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.”

With regards the current directors, none of the directors need to seek re-election, for the following reason in the Articles:

“11.1. At each Annual General Meeting any Director who has being in post for more than two years and eleven months must retire but may stand for re-election at that meeting.”

None of the current directors have been in post for two year and eleven months. However, Colin Dickinson will need his co-option approved by the members at the AGM.

When should the AGM be held?

The Articles of Association make the following clear with regards an Annual General Meeting:

- it must be held in October.
- members must be given the opportunity to elect new additional directors
- 20 working days notice must be given to members.

Based on the 20 working days notice, the earliest an AGM could be held is the week beginning 28th October.

The lounge room at Heathfield Road community is available on Tuesday 29th October from 6pm onwards.

The process for calling a General meeting or an AGM

The only people who can attend a Kings Heath BID limited General Meeting, under the current Articles of Associations, are those who are both mandatory BID levy payers and have requested to become a member of Kings Heath BID.

At time of writing, Kings Heath BID has 64 members who are allowed to attend the General meetings and vote.

Sample timetable for Annual General meeting

If the Board decide to have an Annual General meeting on Tuesday 29th October, then the timetable would be as follows:

Date of Annual General Meeting: Tuesday 29th October

- Notice of meeting to be sent out on Monday 30th September. This notice would include:
 - Request for expressions of interest to be directors – to be submitted by 5pm Thursday 10th October

- Notice of Ordinary resolution on nominations to be directors to be distributed on Monday 14th October.
- Requests for membership and/or proxy votes must be received by 5pm Friday 25th October.