



## **BID General Meeting 31<sup>st</sup> March 2017**

**Kings Heath Community Centre, 8 Heathfield Road, Kings Heath, Birmingham, B14 7DB**

**Friday 31<sup>st</sup> March 2017 6:30pm**

### **Attendance**

Philip Arden, Gary Baines, Julie Bryant, Stephen Bull, Janan Choudhury, Charmain Hannaby, Shabir Vanat, Mumtaz Vanta, Alvydas Liutaitis, Antonios Constantionu, Colin Dickinson, Adrian Edwards, Richard Harris, A Hasson, Stan Hems, J Hoggarth, Jonathan Jaffa, Robert James, Lyn Jones, Frank Nutt, Chris O'Neill, Philip Osman, Chris O'Neill, Mrs Pegg, Adam Regan, David Smith, Anna Swift, Shafique Hoque, M Younis, Steve Bairstow,

Chair: Andy Savage

Company solicitor: Howard Shelley

BID town centre manager: Martin Mullaney

Minute taker: Hermes Walcott

### **Apologies**

Neville Somerfield

### **Introduction**

The Chair welcomed all to the meeting and stated who had sent apologies.

Adrian Edwards asked if he could record the meeting as a 'reasonable adjustment' due to his disability. It was agreed that he could record the meeting.

### **Chairperson's announcements**

The Chair read an announcement which stated:

"The Board of Directors have co-opted two additional directors to the company: Neville Summerfield and Phil Alden. They were formally appointed at the Board meeting on Tuesday 21st March 2017.

They were co-opted, so that if Resolution 1 is passed by the members, the company has two directors who can move the company forward to elect a new Board. This was done after legal advice from the company solicitors.

Ratification of their appointment will need to be approved by the members at the next General meeting, and a resolution to that effect will appear on the agenda to that effect."

Introductions of the Directors were undertaken. The Chair asked all members to treat each other in a respectful manner during the meeting and he asked that all members state their name for the record before addressing the meeting."

### **Approval of the minutes of the General Meeting of 13<sup>th</sup> June 2016 and 17<sup>th</sup> February 2017.**

The Chair asked for a member to propose that the minutes of the meeting for 13<sup>th</sup> June 2016 were agreed and for a member to second them. Stan Hems proposed and Chris O'Neil seconded. The Chair asked the question and 8 members approved and 1 member was against. There were 12 abstentions.

When the Chair asked if members approved the minutes of the General Meeting held on 17<sup>th</sup> February 2017, John Jaffa said that there was a defamatory statement in the last paragraph. He said that the meet was closed because the Community Centre manager came into the meeting and said that their time was up and the meeting had to close. He said that it was not what was stated in the minutes.

The Chair asked the members if they agreed that the offending sentence be removed. 18 members were in favour for it to be removed and 5 members abstained. It was agreed that the offending sentence be removed from the minutes of 17<sup>th</sup> February 2017.

The Chair asked if the minutes could be agreed and John Jaffa and Adam Regan proposed that they be approved. 18 members were in favour and none opposed. There were 4 abstentions.

### **Explanation of the Resolution and the Process which would be undertaken**

Martin Mullaney explained that the meeting would be held in accordance to the regulations governing Shareholders meetings and that proxy votes would be counted at the appropriate time. John Jaffa asked if the proxy votes were legal and explained that some members took the proxy forms to businesses for the owners to complete them.

Howard Shelley, the company Solicitor, was asked about this issue. He said that it was up to the members who were given proxy votes to challenge them.

At this stage a heated discussion took place about the way proxy votes were collected on behalf of businesses.

The Chair stated that he the meeting would be following the Articles of Association in regards to the collection of proxy votes. The Chair said that members were allowed to canvas, so as to collect proxy votes.

Philip Osman said that if the purpose of canvassing was to give information then it wasn't good practice. Stan Hems said that his name had been mentioned in a defamatory manner by members canvassing against him. He added that he had achieved a lot for Kings Heath businesses.

James Roberts said that in his opinion it was not wrong to canvas for votes and that he recommended that any information which was defamatory should be ignored.

John Jaffa said that the proxy votes should not be allowed.

Chris O'Neil said that he heard that someone accused him of embezzlement and that he had been the subject of a number of defamatory statements.

Antonios Constantionu said that he was confused. He said that he was led to believe that the meeting was being held so that the members could ask questions about legal fees and other issues which were of concern. He said that in his opinion all votes should be void.

At this point a number of members left the meeting.

Chris O'Neill said that he found a number of irregularities with the finance. He said that he came across 2 invoices which said that the balance should be paid within 7 days or they would incur 5% daily charge. He said that there were issues which concerned him about the invoices.

The Chairperson said that according to the rules he would count the Proxy votes as they were valid. Antonios Constantionu strongly objected to this. The Chair said that all members should be respectful of the voting process.

Martin Mullaney said that the meeting had to be governed by the Articles of Association and that they were trying to tighten up things.

Martin stated which members had additional votes which were as follows.

Chris O'Neill & Gary Baines 2 votes each because they have 2 businesses in the BID area which each paid a BID levy

James Roberts had 4 votes because he represented Birmingham City Council and they had 4 properties in the BID area which each paid a BID levy

Stan Hems had 2 votes because he had 2 Businesses in the BID area which each paid a BID levy

Dave Smith had 5 proxy votes

Stan Hems had 28 proxy votes

Chris O'Neil had 25 proxy votes

Gary Baines had 2 proxy votes

Steve Bairstow had 1 proxy votes

John Jaffa had 1 proxy vote.

Julie Bryant had 1 proxy vote

Martin explained the procedure for the voting on the resolutions. He said that the first stage would be done by the show of hands. He said that the 2<sup>nd</sup> stage would be to add any votes from additional businesses that any individual members at the meeting had. The 3<sup>rd</sup> stage would be to ask the members who were acting as proxies, which way their proxies would vote. All three stages would then be added together to come up with the total votes.

Adam Regan said that the process was a waste of time.

The Chair said that the proposer of resolution 1 and each defendant would receive 5 mins and then there would be questions and answers.

Janan Choudhury said his time was being wasted and that he would take his leave.

At this time a few members left the meeting.

The Chair said that he is applying the rules which the members had established through the Articles of Association.

John Jaffa said that there were issues about lack of security and that the court case had failed. He said that there were not enough Directors and that he felt the Directors should be voted off.

Chris O'Neil spoke about the issues surrounding John Jaffa's Court case. He said that the security guard contract was not renewed.

Stan Hems said that he was the Chair of the Business Association and that he had worked for Kings Heath Business for 56 years. He said that he had done his best for the businesses of Kings Heath.

Gary Baines said that he did not think that anything underhanded was being done by the Directors.

Julie Kirby said that she didn't know what was going on.

Dave Smith asked what will be done for Kings Heath.

Phil Alden said that the Businesses had been impacted by the closure of the Car Park and that it had been sold to Lidl.

John Jaffa asked if evidence around Cllr Trickett's dismissal could be shared with the meeting.

On the question of Councillor Trickett's dismissal Howard Shelley, the company solicitor said that the company could not discuss the issues around Cllr Trickett's dismissal as she was entitled to a duty of confidentiality.

The question was asked how much money was spent on legal fees and the Chair said that this was available in the annual report.

Stan said that he hated paying for legal advice but because he had received 7 letters from members he had to seek legal advice.

John Jaffa said that it was the duty of the Directors to understand how to run a Limited company.

Adrian Edwards said that there was a plan to restrict travel and hand out bicycles and restrict car movements. He said that Birmingham City Council were behind it.

Mumtaz Vanat said that there were clearly two sides arguing over issues and wondered if it was possible for mediation to take place.

Chris O'Neill – explained that mediation would not work since both sides wanted completely different and opposite things.

At this point a vote was taken on Resolution 1.

The votes were:

FOR resolution 1 – members in the audience – 3; proxy votes – 2; total votes – 5

AGAINST resolution 1 – members in the audience – 8; proxy votes – 55; total votes – 63

ABSTAIN – members in the audience – 11; proxy votes – 6; total abstentions – 17

Resolution 1 was NOT carried.

At this point the meeting was adjourned, since the meeting had over run its room hire time. Meeting ended at 8.20pm.