



**Minutes of the General Meeting of
The British Horse Society
held on Saturday 16 July 2016 at 2.00pm
in the Lecture Theatre, BHS Offices, Abbey Park, Kenilworth**

- Present:** Mrs C Aldridge - Chairman
Mrs C Blackford FCMA - Treasurer
Mrs D Sheerin BHSI - Vice Chairman
- Board Members in Attendance:** Mr F Hodges BHSI, Mrs D Tranter BHSAI, Mrs L von der Heyde, Mrs C Worthington
- Staff in Attendance:** Mrs Lynn Petersen – Chief Executive
Miss K Irving - Senior Executive
Mr A Hiscox – National Development Director
Mrs E Day – Director of Membership
Miss E Thompson – Volunteer Manager
Ms A Jackman – Regional Manager, West Midlands
Ms W Suddes – Regional Manager, North

Present:

1 Introduction

The Chairman welcomed members to the meeting and noted that the meeting was quorate.

2 Formal Business

The Chairman advised that the Formal Notice of the General Meeting of The British Horse Society had been given in the emails and letters sent on 17 June 2016 in accordance with the requirements of the Memorandum and Articles of Association. This notice was taken as read.

The Chairman stated the formal notice had given members notice of the amended articles of association. She advised the members that this meeting had been convened to pass the special resolution as detailed in the formal notice. Copies of which were also available to the members in attendance.

The Chairman advised the members that no changes could be made to the constitution during this meeting and that they could only vote in favour or against adopting the draft articles of association that had been sent to them with the special resolution.

The members were read the notes which formed part of the Formal Notice of the Meeting.

Notes to the notice of General Meeting

1. As a member of the Society, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form in order to make such an appointment. You can only appoint a proxy using the procedures set out in the notes to the proxy form.

2. A proxy does not need to be a member of the Society but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Miss Irving read the summary of changes to the meeting.

A Summary of the Changes to the existing Memorandum and Articles to create a revised Constitution

What has not changed

1. The Objects for which the Society is established have not changed
2. The Society remains "A Private Company Limited by Guarantee, Not Having a Share Capital"

The main changes

1. A new power has been included to clarify the Society's provision of supportive grants and scholarships for the purpose of promoting the Objects (3.1.5).
2. Chairman – the amended Articles of Association allow for the appointment of an interim Chairman, for a maximum of 60 days, following the Election Board Meeting (as defined in the articles of association) (11.4-11.5). Thereby giving a newly constituted Board time to properly consider the appointment of the Chairman for the next three years
3. Composition of the Board – Elected Trustees. The procedure for recruiting trustees has been amended to allow for the appointment of trustees to particular identified roles (12.4-12.5,12.10). Prior to future elections it will be necessary for the Board to decide which areas of specialism are required. The roles created could include non-specialist roles. Individuals will be elected against specific role criteria and the election will be by role.

4. Trustee Elections – Voting. Voting Members of the Society will be provided with one vote in respect of each specialist vacancy. The individual with the greatest number of votes with respect to each vacancy will be elected (12.12-12.13).
5. Trustee Elections – the word limit has been removed from the statements made by candidates in support of their nominations (12.5).
6. Committees – The distinction between Advisory Committees and Board Committees has been further clarified (1.1, 4.2, 19). The requirements to have a Finance Committee and an Audit Committee remain; a Nomination’s Committee has been created to support the changes made to the Trustee recruitment process. The Board has the flexibility to appoint such other committees as are required from time to time.
7. Nominations Committee – a Nomination Committee has been created (18). This is a Board Committee and will as such have powers delegated to it. Terms of Reference will be created for this Committee. The role of the Nominations Committee will be to encourage suitable candidates to stand for the role of trustee, to ensure that all candidates fully understand the role of a trustee and verify that each candidate meets the criteria agreed by the Board.
8. Nominations Committee – Selection Policy. The Board is required to create a Selection Policy for trustees which will be implemented by the Nominations Committee (18.3).
9. In addition to the main changes listed above there have also been a number of minor changes to the Articles of Association to ensure consistency across the document.

There were no further questions so the Special Resolution was read out and a vote was taken.

Special Resolution

THAT That the amended articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Prior to the meeting 176 proxy forms had been submitted which were in favour of the Special Resolution. 54 proxy forms were submitted giving permission for the Chair to vote on their behalf. 1 proxy form was submitted voting against the Special Resolution. During the meeting there were 40 votes in favour of the Special Resolution. The total number of vote was 267 votes in favour and 1 against. The Special Resolution was unanimously passed.

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