

[Date]

## **BEES UNITED 2008 AGM**

**To be held at 12 p.m. on Saturday 22nd November 2008 at St Paul's Parish Church, Brentford.**

The 8th Annual General Meeting of Brentford Football Community Society Limited will take place in St Paul's Parish Centre (behind Somerfields), St Paul's Road, Brentford TW8 0PN on Saturday 22nd November 2008 at 12.00 p.m. for the following purposes:

1. Chairman's Welcome and confirmation of 2007 minutes.
2. Chairman's Report to members

### As RESOLUTIONS

3. Finance Report and Adoption of the Society's Accounts for the year ending 31<sup>st</sup> May 2008
4. Reappointment of Levy & Partners as Auditors
5. Agreement to waive the requirement to hold another board election prior to the next AGM in November 2009 (see explanatory notes for further details)

- 5.1. It is agreed that the requirement to hold a further election within 13 months as detailed in Rule 54 of the Society Rules will be waived for the period prior to the date of the 2009 AGM.

### As OTHER BUSINESS

6. To receive feedback from the 2007 Member's Survey
7. To receive the results of the 2008 election to the Society Board
8. Discussion regarding BU governance prompted by the change to the process of appointing BU-nominated Directors to the BFC Board. (See explanatory notes for further detail).
9. Other

***Following the formal AGM agenda, there will be a question and answer session allowing BU members to put questions to the BU Board.***

### **Accounts and Minutes**

Copies of the 2007 AGM minutes and audited 2008 accounts will be available at the AGM and will also be posted on the BU website as soon as available.

### **Proxy Voting**

We are conscious that some members might be unable to attend the meeting and accordingly you may nominate in writing the name of a proxy to vote on your behalf at the meeting. The person need not be a member of the society. A separate proxy form is enclosed for you to use. In most cases it is the Chairman of the Society that is nominated. Please note that the form must be returned to the address given above at least 48 hours prior to the AGM i.e. by 12 pm, 20th November 2008.

## Explanatory Notes

The following notes are intended to provide further information on certain AGM agenda items.

### **Agenda item 5.1 – Agreement to waive the requirement to hold another board election prior to the next planned AGM in November 2009.**

Immediately after the 2007 AGM the BU board had nine elected members. Subsequently Brian Burgess was required to resign in December 2007 following his agreement to take up a paid position with the stadium operating subsidiary Brentford FC (Lionel Road) Ltd. Accordingly the board has been operating with 8 elected members during 2008.

If the elected number of members falls below 9, the Board is required to hold an election “within 13 months at which sufficient vacancies will be offered for election so as to increase the number of elected members back to 9 members” (Rule 54 of the Society’s Rules).

When the election was announced in September this year, 4 election places were offered which would (taking into account directors retiring) have increased the number back to 9 board members. However, subsequent to this (8th October 2008) Mark Chapman resigned, meaning that the 4 places offered will now only increase the elected number of board members to 8.

The election rules prevent the number of places offered at election to be changed once the process has started and accordingly the BU board will have 8 elected members immediately following the 2008 AGM.

The BU board believe that the rules have been complied with in that an election was held within the 13 months following Brian Burgess’ resignation, and another election will be held within approximately 13 months of Mark Chapman’s resignation. However, there is concern that the rules could be interpreted to require a second election within 13 months of Brian Burgess’s resignation. The BU board do not believe this to be an accurate interpretation, nor productive for BU (each election costs thousands of pounds to administer), but decided a resolution clarifying members agreement to this course of action would be appropriate. In addition it is possible that the date of the 2009 AGM may just exceed the 13 month period from the date of Mark’s resignation. Accordingly, rather than being forced to hold a further election prior to the November 2009 AGM (to select one additional board member) the board is recommending to members that this requirement be waived.

### **Agenda Item 8 - Discussion regarding BU governance prompted by the change to the process of appointing BU-nominated Directors to the BFC Board.**

On the 21<sup>st</sup> July 2008, after internal discussions over the preceding months, the Board of BU decided to change the process for appointing BU Directors to the BFC Board. The revised policy, with an explanatory foreword, was published on the BU website on the 30<sup>th</sup> July, and can be found here: <http://www.beesunited.org.uk/content/view/362/2/> .

This change prompted a dialogue with some members concerned with the governance of BU – specifically with regard to how the change was implemented, whether the revised process for these appointments was optimal, and how the decision was then communicated.

Two BU Directors met with the Board of BIAS and with some of the supporters interested in these issues. The BIAS summary of that meeting was published on their website on 24<sup>th</sup> September and can be found here: [http://www.bias.org.uk/news\\_story.php?id=202\\_0\\_2009](http://www.bias.org.uk/news_story.php?id=202_0_2009). It contained five specific recommendations arising from BIAS concerns as to whether there were “appropriate checks and balances in place”.

Before the AGM the BU Board will publish (as a minimum on the website) the outcome of their discussion of the five BIAS points, along with information on how BU governance works. This AGM agenda item is intended to provide an opportunity to discuss these issues in open forum – it will give the board of BU an opportunity to explain both how and why the decisions were made, and it will give both BIAS and individual supporters an opportunity to ask questions and share their opinions with the members in attendance and with the board of BU.

**BEES UNITED – 2008 ANNUAL GENERAL MEETING**

**PROXY FORM.**

I ..... Membership No ..... wish to appoint

\* the Chairman of the meeting.../.....

as my proxy to vote for me on my behalf at the 2008 AGM to be held on 22<sup>nd</sup> November 2008 and at any adjournment thereof.

Please indicate below how you wish your votes to be cast; otherwise, the proxy will abstain or vote at his/her discretion.

*\*if you wish to appoint your own proxy please delete “the Chairman” and insert the name of your proxy*

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
To adopt the Society’s Accounts	<input type="checkbox"/>	<input type="checkbox"/>
To reappoint Levy & Partners as the Society’s auditors	<input type="checkbox"/>	<input type="checkbox"/>
To agree the resolution to waive the requirement to hold a further board election prior to the 2009 AGM.	<input type="checkbox"/>	<input type="checkbox"/>

.....  
Members Signature

.....  
Date

**Please return to**  
Bees United,  
Griffin Park,  
Braemar Road,  
Brentford,  
Middlesex, TW8 0NT

To be valid the form must reach the above address by 12 pm, Thursday 20th November