

**THE MIDCOUNTRIES CO-OPERATIVE LIMITED
MINUTES OF THE SPECIAL MEETING OF MEMBERS HELD AT
THE NATIONAL MOTORCYCLE MUSEUM, COVENTRY ROAD, BICKENHILL,
SOLIHULL ON SATURDAY 15 MAY 2010**

Directors present

**John Boot - President
Doreen Shaw - Vice-President
Vivian Woodell - Vice-President
Graham Adams
Steve Allsopp
Sheila Allen
Isobel Burbidge
Margaret Jarvis
Norman Heywood
Donald Morrison
Jean Nunn-Price
Helen Wiseman**

Apologies from Directors

**Irene Edgar
Roy Frodsham
Patrick Gray**

428 Members present (including Directors & Officers)

Society Officers present

**Ben Reid, Chief Executive
Edward Parker, Secretary & Head of Governance
The Executive Team**

10/01 Purpose of meeting

The meeting had been called to seek members' approval for a complete revision to the Society's rules to align them to the 12th edition model rules produced by Co-operatives^{UK}.

10/02 Tellers

Tellers were appointed: Mike Abbott, Malcolm Dixon, Jim Pettifer, Jo White, Mike Pickering, Julie Sheldon, Adrian Wilkinson, Tarra Simmons

10/03 Proposed Rule Changes

Edward Parker presented the proposed rule changes to members explaining that he had split the rules into 4 sections for ease of explanation and approval. He noted that the first 3 sections required a 2/3 majority voting in favour in order to be changed, the final section required a 95% majority to change. Given that the Board was keen to introduce a new rule book for the Society, he further noted that if members did not approve the changes in sections then each rule change would be considered individually to determine which particular change(s) was the cause of concern and had not achieved the requisite majority.

.1 Rule changes requiring a 2/3 majority

Edward Parker presented each of the 3 sections to members, highlighting the principal changes and noting the other more minor changes from the existing rules. The principal changes are highlighted on the attached slides.

At the end of each section the rule changes were proposed, seconded and carried. Votes cast were as follows:

- Proposed Rules 1.1 – 9.14

For	Against	% in favour
287	17	94.4

- Proposed Rules 9.15 – 10.16

For	Against	% in favour
255	43	85.6

- Proposed Rules 10.17 – 19.1

For	Against	% in favour
274	20	93.2

.2 Rule changes requiring a 95% majority

Edward Parker then turned to the rule changes which required a 95% majority to change. The changes are highlighted on the attached slide. He explained that the purpose of these particular rules was to protect the Society from demutualisation and that the changes proposed were simply to update the rules to the language used in Co-operativesUK's 12th edition model rules, as the substance of the rules remained unchanged thus ensuring continued protection for the Society. Minor typographical and cross referencing errors were noted. These would be corrected prior to submission of the rules to the FSA for registration.

The rules were proposed and seconded. Votes cast were as follows:

For	Against	% in favour
285	16	94.7

The overall majority was just short of the 95% required.

Thus, Edward Parker presented each particular rule change to members individually. The individual rule changes were proposed and seconded. Votes were cast as follows, with each rule change being carried:

Existing Rule	New Rule(s)	For	Against	% in favour
Rule 41	Rule 9.10	300	10	96.8
Rule 45	Rule 9.20 & 9.21	303	8	97.4
Rule 95	Rule 17.1 & 17.3	293	15	95.1
Rule 99	Rule 20	297	13	95.8
Rule 100	Rule 21	295	13	95.8

10/04 Meeting close

There being no further business, the meeting then closed.