

## MINUTES OF A SPECIAL MEETING OF MEMBERS

<b>Held at:</b>	<b>Shrewsbury – 14 October 2009</b>	<b>Oxford – 19 October 2009</b>
<b>Present:</b>	<b>John Boot (Chair) Roy Frodsham Margaret Jarvis</b>	<b>John Boot (Chair) Sheila Allen Isobel Burbidge Donald Morrison Vivian Woodell</b>
	44 Members (excluding Directors)	88 Members (excluding Directors)
<b>Held at:</b>	<b>Gloucester – 20 October 2009</b>	<b>Walsall – 21 October 2009</b>
<b>Present:</b>	<b>John Boot (Chair) Steve Allsopp Helen Wiseman</b>	<b>John Boot (Chair) Irene Edgar Roy Frodsham Norman Heywood Margaret Jarvis Doreen Shaw</b>
	59 Members (excluding Directors)	73 Members (excluding Directors)
<b>Held at:</b>	<b>Swindon – 22 October 2009</b>	
<b>Present:</b>	<b>Steve Allsopp (Chair) Graham Adams Sheila Allen Jean Nunn-Price</b>	
	39 Members (excluding Directors)	
<b>In Attendance:</b>	<b>Ben Reid, Chief Executive (Shrewsbury, Oxford &amp; Walsall) Steve Ridler, Group General Manager Commercial Services (Gloucester &amp; Swindon) Edward Parker, Secretary &amp; Head of Governance (Shrewsbury, Oxford, Gloucester, Walsall &amp; Swindon)</b>	

### 09/04 Purpose of meeting

The meeting had been called to seek members' approval for proposed changes to the Rules of the Society that:

1. increased the retirement age of directors from 68 to 70
2. amended the qualification criteria for those wishing to stand for the Board and for directors serving on the Board, such that these individuals were only required to hold £1 share capital as opposed to £10 share capital.

**09/05 Tellers**

Tellers were appointed.

**09/06 Proposed rule changes**

Edward Parker presented the proposed rule changes to members (attached to these minutes for the formal record).

The following questions were raised:

**.1 at Shrewsbury & Oxford**

- i. age limit – the Board felt it was important to retain a retirement age to ensure there was a mechanism in place to refresh the Board.

**.2 at Walsall**

- i. director qualification criteria – the Board was keen to ensure that members were encouraged to stand for election, something it was believed the current rule did not facilitate, further that commitment to the Society could be measured in a number of ways, not just through the amount of share capital held.

**.3 at Gloucester**

- i. timing – the Board was keen that these two particular rule changes were proposed at this meeting, rather than waiting for the Society's Annual General Meeting in May 2010.
- ii. age limit – the Board felt it was important to retain a retirement age to ensure there was a mechanism in place to refresh the Board.

**.4 at Swindon**

- i. age limit – the Board felt it was important to retain a retirement age to ensure there was a mechanism in place to refresh the Board.
- ii. director qualification criteria – the Board was keen to ensure that members were encouraged to stand for election, something it was believed the current rule did not facilitate, further that commitment to the Society could be measured in a number of ways, not just through the amount of share capital held.

**09/07 Voting**

The rule changes were proposed, seconded and approved:

Increasing the retirement age of directors from 68 to 70

For	Against
224	59

Amending the qualification criteria:

For	Against
225	61

There being no further business, the meeting then closed.

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