

**The Midcounties Co-operative Limited
Minutes of the Special Meeting of Members
held online**

13 and 14 October 2021 at 7.00pm

Present at Co-operative House, Warwick:

**Heather Richardson – Vice-President & Chair (13 October 2021)
Vivian Woodell – Vice-President & Chair (14 October 2021)
Phil Ponsonby, Group Chief Executive
Edward Parker, Secretary & Head of Governance
Peter Dubois, Group Chief Financial Officer**

Apologies:

Helen Wiseman, President

190 and 143 members attending online for the 13 and 14 October meetings respectively.

21/01 Meeting purpose

The meeting had been convened to consider and approve (or otherwise) a proposed change to the Society's Rules.

21/02 Proposed Rule change

Edward Parker presented the proposed change. The change related to how the balances from cancelled members' share accounts could be used.

It was explained that section 12.4 – 12.6 of the Society's rules set out a process that allowed the Society to cancel the membership of those who had lost touch with the Society. The process allowed the Secretary, after taking certain steps, to cancel the share accounts of such members and to transfer the balances in the accounts to "a fund set up to fulfil the Society's community, co-operative and social goals". The Midcounties Co-operative Community Fund had been set up for this purpose and had distributed funds each year since 2011.

The Board believed there was scope to broaden the range of options it had to use the money sourced from cancelled share balances. Specifically, the Board believed there was an opportunity to allow the Society to allocate cancelled share balances to projects or initiatives that helped further the Society's sustainability agenda. The proposed rule change made provision for the funds to be allocated in this way.

The proposed rule amendment is set out below. For completeness, Rules 12.4 – 12.6 are set out in full, though the only change is to Rule 12.6(c). No other changes were proposed.

“Updating the Register of Members

12.4. The Secretary may remove members from the register of members in the circumstances set out in Rules 12.5 – 12.8.

12.5. Where:

- a) the Society has evidence that a member no longer lives at the address shown in its register of members (“registered address”); or
- b) no name or no address is shown against an entry in the Society's register of members; or
- c) a member has not engaged with the Society for a period of three years (the definition of engaged to be determined by the Board from time to time);

then subject to carrying out the procedures in Rule 12.6, the Secretary may remove the name of such member or the entry from the register of members and the Society may then cancel the shares and forfeit the amount standing to the credit of such member or such entry in the share ledgers of the Society together with any sum of money representing interest or dividend credited to the member or to the entry in the books of the Society in respect of the shares (together referred to as “credit accounts”) as set out in Rule 12.6(c).

12.6. The procedures are as follows:

- a) for a member covered by Rule 12.5(a) the Secretary shall take all reasonable steps to establish whether there is a forwarding address and, if there is one, to contact the member at the forwarding address with the information set out below; for a member covered by Rule 12.5(c) the Secretary shall contact the member at their registered address with the information set out below;
- b) the Secretary shall cause advertisements to be posted conspicuously in all places of business of the Society to which members have access, giving the following information:
 - i. advising that the Society intends, after a notice period of not less than three calendar months, to revise its register of members to remove members covered by Rules 12.5(a), 12.5(b) and 12.5(c);
 - ii. advising that any credit accounts can be claimed in the future in accordance with Rule 12.6(d);
 - iii. providing postal, telephone and website contact details for any person wishing to update their registered details, or to withdraw from membership of the Society and claim the funds contained in any credit account;
- c) at the end of the notice period, the Secretary shall cause the register of members to be revised by removing those members covered by Rules 12.5(a) and 12.5(b), cancelling the shares and transferring any credit accounts to the Society, and by removing those members covered by Rule 12.5(c), cancelling the shares and transferring any credit accounts to a fund set up to fulfil the Society's community, co-operative and social goals [and/or any initiative\(s\) approved by the Board, designed to further the Society's sustainability agenda;](#)
- d) any member removed from the register of members under the terms of Rules 12.5 and 12.6 and who is able to show, to the satisfaction of the Secretary, that they had been a member of the Society, shall be reinstated as a member. Any member so reinstated shall have the amount standing

to the credit of their share account at the time they were removed from the register credited to a new share account, together with the share interest that would have been earned from the date they were removed from the register of members had they not been so removed and any other share interest owed.”

In response to questions, it was confirmed that the change would not result in these funds being allocated to political parties, the Society’s separate Campaigns Fund existed for that purpose.

21/03 Approval

The proposed rule changes were approved:

	For	Against	Abstain
13 October	121	9	10
14 October	70	7	3
TOTAL	191	16	13

21/04 Meeting close

There being no further business, the meeting closed.

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President

Date: