



Leamington Football Club Supporters Co-operative Limited ('Brakes Trust')

Registered office: 181 Cubbington Road, Lillington, Royal Leamington Spa CV32 7AU.

Registered in England No. IP030924.

Notice is hereby given that the Annual General Meeting of the Leamington Football Club Supporters Co-operative Limited will be held at 7:30 pm on Thursday 30 November 2017 at the Phillips 66 Community Stadium, Harbury Lane, Leamington Spa, CV33 9JR in the Grey Hospitality Suite.

If you have a membership card, please bring it to the meeting.

Agenda

1. Welcome and apologies.
2. Review and acceptance of 2016 AGM Minutes.
3. Chair's 2017 report and Annual Review
4. Treasurer's report – Audited Balance of Accounts.
5. Membership Secretary's report.
6. Re-appointment of Auditors.
7. Results of the election for the board.
8. Resolutions and constitutional amendments.

Any other business / Q&A

By order of the board of the Brakes Trust

Nick Hallworth, Secretary.

The Brakes Trust board are:

Nick Rogers, Chairman

Peter Davis, Vice Chairman

Adrian Barton

Andrew Calcutt

Graham Hobbins



Notes to the Notice of Annual General Meeting

1. Elections

Current board members Nick Rogers and Graham Hobbins will step down and stand for re-election by rotation.

In line with Trust rules, the board should comprise between 5 and 9 members which must include at least one co-opted member. (ie between 4 and 8 elected board members).

Any member wishing to become more involved with the Trust is strongly encouraged to stand for election. Please feel free to chat with any board member if you wish to find out more prior to making an application.

2. Co-opted board members

Co-opted board members usually serve for a period of up to one year. Anyone wishing to be co-opted onto the Trust board should complete and return the relevant application form at the rear of this document.

3. Timetable of events

The following summarises the timetable events in the lead-up to the 2017 AGM:

- By 16 October 2017 – Advance notification of the AGM and election sent to all members.
- 11 November 2017 – Closing date for applications to stand in Board election. Closing date for member proposals to the agenda.
- 12 November 2017 – Final Notice of AGM including final Agenda (if different to this notice). If contested election then all members balloted.
- 28 November 2017 – Closing date for ballot.
- 28 November 2017 – Closing date for proxy-voting applications.
- 30 November 2017 – AGM.



Applications to stand for election onto Society board

1. The Brakes Trust is seeking applications from members to stand for election to the board.

Applications must be made using the application form enclosed with this Notice and returned to Nick Hallworth, Secretary, by 11 November 2017.

Postal applications are to be sent to Brakes Trust, 181 Cubbington Rd, Leamington Spa, CV32 7AU.

Emailed applications are to be emailed to info@brakestrust.com. The same deadline applies to both postal and emailed applications.

2. The completed application should include a brief biography. As a guideline, this should be between one third and one half of an A4 page in length, and include any relevant information which will support your application to be a board member. The document will shed a little light on your background as an individual, and also state why you would like to serve on the Board. Details may include listing skills gained at work which are relevant to the work of the Trust, experience from other community involvement, or details of previous voluntary work either at Leamington FC or the wider community.
3. The completed application should if possible include a photograph, which will be used as part of the election pack sent to all members, and may also be used in the future on the Brakes Trust website and in promotional material and press releases. The photograph should be of a neutral, uncluttered style, similar in format to a passport photograph. Photographs can either be emailed as images to info@brakestrust.com or alternatively prints can be posted to Brakes Trust, 181 Cubbington Rd, Leamington Spa, CV32 7AU. Prints will be scanned and returned if requested.
4. Following the election, the Trust Board will be up to 8 members, plus at least one co-opted member who will be chosen by the elected board. The total number of co-opted members must be less than half of the total number of elected Board members.
5. If there is a contested election then the Trust membership will be balloted. The document containing applicant biographies will be sent to all members together with a ballot paper.
6. If the election is not contested then all of the applicants will be elected to the Society Board at the AGM. The biographies document will be available at the AGM itself, and posted on the Trust website following the formal election of the Board.
7. Members wishing to be considered for either for co-opting onto the Board or to be on a particular working group should indicate their wishes on the appropriate attached application form.

The following people in particular may be co-opted:

- (i) a representative or representatives of the Council for the Area on behalf of itself and neighbouring local authorities;
- (ii) a representative or representatives of the young;
- (iii) a representative of disabled supporters;
- (iv) a representative of local business;
- (v) a representative or representatives of any other groups associated with the Club (e.g. the



- Vice Presidents);
- (vi) a representative or representatives of employees of Leamington FC Limited;
 - (vii) a representative or representatives of the Sports Council and any community scheme run in association with the Club;
 - (viii) a representative of the players at the club, through a professional association or otherwise.
8. Whilst the number of individuals elected to the board is low, there is a lot of scope for interested individuals to become involved via specific sub-groups and committees which will report back to the Society Board.
 9. Elected members of the Society Board will normally serve for periods of two years. Co-opted Society Board members will normally serve for a period of one year, but may be re-appointed for a further period subject to these Rules.
 10. No person can be a member of the Society Board who:
 - a. is subject to a bankruptcy order or has in place a composition with their creditors;
 - b. is subject to a disqualification order made under the Company Directors Disqualification Act;
 - c. has a conviction for an indictable offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974);
 - d. fails to abide by any rules for the conduct of elections made by the Society Board.
 11. Members who have any queries can email the Secretary, Nick Hallworth, on info@brakestrust.com



Election Policy

1. This document constitutes the Election Rules, Regulations and Procedures, and is drafted in accordance with existing rules of the Brakes Trust. The purpose is to ensure that the election for Society Board members is conducted in an open, democratic and unbiased manner in accordance with this policy and the overall rules.
2. In the event of a contested election an Election Working Group will be formed.
3. The Election Working Group will comprise of Nick Hallworth, Secretary of the Brakes Trust (non-board member), and an independent volunteer. In the event of a ballot arising from a contested election, the independent volunteer will be the Returning Officer.
4. The Secretary is not standing for election onto the Board and is therefore independent. The Secretary will not be eligible to vote in the election.
5. The election timetable is printed at the top of these notes.
6. In the event of a contested election, the Secretary will produce a document containing all of the applicant biographies and forward this to the Trust membership. The ballot will allow all adult Trust members to vote which members they would like to be elected onto the Trust board.
7. In the event of a contested election, the format of the ballot will use a first past the post system. The ballot will include the names of all persons standing for election, and the voter must choose 5 people from this list, for example:

Vote for the candidates by putting a X next to their name. Don't vote for more than 8 candidates.	
Bloggs	X
Smith	X
Jones	
Lee	X

In this system, the votes for each person will be added up and the top 5 will be elected to the Society Board.

8. The Returning Officer will determine the results from the responses received.
9. The results of the election will be announced at the AGM and all members will be notified in writing or via email.
10. All communication regarding Election Policy should be addressed to the Secretary, Nick Hallworth, via email at info@brakestrust.com or by post to Brakes Trust, 181 Cubbington Rd, Leamington Spa, CV32 7AU.
11. After the AGM there will be a board meeting (usually within 14 days) during which any new board positions will be allocated and any decisions on co-opted Board members will be made.



Any other business

1. Any member can add a proposal onto the agenda, however this must be done in advance in order to allow time to assess the proposal and then notify the other members of the updated agenda. The deadline for submitting proposals is 11 November 2017. Proposals can either be sent by post to the Secretary at Brakes Trust, 181 Cubbington Rd, Leamington Spa, CV32 7AU
Or emailed to info@brakestrust.com
2. The process is for a motion to be sent to the Secretary who will then liaise with the Trust board to assess whether it's 'in order' (i.e., does it ask the Trust to do something that is legal and is not against the constitution?) . If it is in order then it will be added to the final agenda of the AGM.
3. Any resolution should also have any supporting documents attached to it.

Proxy voting

1. Any member of the Trust who is entitled to attend a meeting of the Society is entitled to appoint a proxy to attend, speak and vote in their place. The proxy need not be a member and a proxy form is enclosed with this Agenda. This must be completed and returned to the address shown by 28 November 2017. Any applications received after this date will be disregarded.
2. To change your proxy instructions, please submit a new proxy application using the same application form. Note that the cut-off time for amended proxy applications will be the same as indicated above. Any amended proxy applications made after this date will be disregarded.
3. If you submit more than one valid proxy application then the one received latest will take precedence.
4. In order to revoke a proxy instruction, please inform the Secretary in writing, stating your intention to revoke the proxy instruction. Note that the cut-off time for revoking a proxy instruction will be the same as indicated above. Any notifications received after this date will be disregarded, and the original proxy instruction will still apply.
5. The following further rules apply to proxies.
 - a. No person other than the Chair of the meeting can act as proxy for more than 3 members;
 - b. Any question as to the validity of a proxy is to be determined by the Chair of the meeting whose decision is to be final.
 - c. A proxy need not be a member of the Brakes Trust.
6. Members who have any queries can email the Secretary, Nick Hallworth, on info@brakestrust.com



Full Rules

The notes above are based upon the current full rules of Leamington Football Club Supporters Co-operative Limited. These can be read at www.brakestrust.com/rules.html

Alternatively, if you wish to be sent a paper copy of the Rules, please contact Nick Hallworth on info@brakestrust.com



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APPLICATION TO STAND FOR ELECTION TO SOCIETY BOARD

I, the undersigned, being a full adult member of the Brakes Trust, hereby register my intent to stand in the election for membership to the Society Board.

I have written a biography and this is attached.

(Please refer to attached notes for guidance on writing this biography).

I can confirm the following:

- a. I am not subject to a bankruptcy order nor have in place a composition with any creditors (e.g. an IVA);
- b. I am not subject to a disqualification order made under the Company Directors Disqualification Act;
- c. I do not have a conviction for an indictable offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974);

Signed

Date

Please return this completed form, together with your biography, either by post to:

Nick Hallworth

Brakes Trust, 181 Cubbington Rd, Leamington Spa, CV32 7AU

... Or by email to info@brakestrust.com

Submitted forms must be returned on or before 11 November 2017. This applies to both postal applications and emailed applications.

If you have any queries please do not hesitate to email Nick Hallworth on the above email address.



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FORM OF PROXY

I, the undersigned, being a member of the Brakes Trust, hereby appoint

.....

as my proxy to attend, speak, and vote at the Annual General Meeting.

Signed

Date

Please refer to the attached notes on proxy voting.

Please return this completed form either by post to:

Nick Hallworth

Brakes Trust, 181 Cubbington Rd, Leamington Spa, CV32 7AU

... Or by email to info@brakestrust.com

Submitted forms must be returned on or before 28 November 2017. This applies to both postal applications and emailed applications.

If you have any queries please do not hesitate to email Nick Hallworth on the above email address.



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**APPLICATION TO REGISTER INTEREST IN BEING CO-OPTED ONTO SOCIETY BOARD OR JOINING A
WORKING GROUP**

I, the undersigned, being a full adult member of the Brakes Trust, hereby register my interest in being co-opted onto the Society Board / being part of a non-Board working group (Delete as applicable).

I have written a biography and this is attached.
(Please refer to attached notes for guidance on writing this biography).

Please indicate your specific area of interest/expertise (e.g. Community, fundraising, public sector):

.....

Signed

Date

Please return this completed form, together with your biography, either by post to:

Nick Hallworth

Brakes Trust, 181 Cubbington Rd, Leamington Spa, CV32 7AU

... Or by email to info@brakestrust.com

Submitted forms should be returned as soon as possible.

If you have any queries please do not hesitate to email Nick Hallworth on the above email address.