

KENT BADMINTON LIMITED

Minutes of the Extraordinary General Meeting of the Company held at Hildenborough Village Hall, Riding Lane, Hildenborough on Tuesday the 9th June 2010

David Stock, Chairman of Kent Badminton Ltd opened the meeting. Bill Dorey, Finance Director asked to speak. Bill stated that the method of selecting the Chairman of KBL in 2009 had not been according to the articles and bye-laws of the company and that he suggested he should chair the EGM.

The member were asked by David Stock to vote on this by a show of hands.

James Woodland and G Miller counted the votes and said that they had counted 99 for W Dorey and 69 for D Stock. Abstentions were not counted although some of the directors did not take part in the vote. The count was queried by A Easton but they were emphatic that it was a correct count for those who had voted.

Since matters were being delayed when David Stock was taking no action following the result W Dorey said for him to continue in the chair.

The resolutions proposed were :-

To consider and adopt if thought appropriate the following special resolutions into the company's Articles of Association

Resolution 1, proposed by John Reynolds plus nine other KBL members

That clauses 1.4 and 7.6 of the Articles of Association of Kent Badminton Limited Co No 04514676 should be revised in part and replaced and a new clause (Clause 5.9) be included.

Existing Clause 1.4 states

The Chairman means the Chairman of the Company appointed at the annual general meeting or such person who is standing in for the Chairman at the request of the latter.

Proposed Clause 1.4

The Chairman means the Chairman of the Company appointed at the annual general meeting and elected in accordance with Article 7.6 or such director who is standing in for the Chairman at the request of the latter. The remainder of clause 1.4 will remain unaltered.

Existing Clause 7.6

Clause 7.6 shall be replaced in its entirety.

Proposed Clause 7.6

7.6 The following shall apply to the appointment and election of the company's Board and Chairman.

7.6.1 The Chairman shall be elected annually as both a director of the company and as the Chairman of the company and of the board of directors at the annual general meeting by ordinary resolution. The other directors (up to the maximum number, which includes the Chairman, referred to in Clause 7.1 above) shall also be appointed annually at the annual general meeting by ordinary resolution and all of the directors, including the Company Chairman shall retire at the next following annual general meeting.

7.6.2 A retiring director (including the Company Chairman) may be eligible to stand for re appointment if he wishes to do so. The procedures for nominations and appointments of directors shall be governed by the rules or bye-laws of the Company for the time being in force.

New Clause 5.9

5.9 The company Chairman shall be elected annually by the members at the company's annual general meeting by ordinary resolution as both Chairman of the company and of the board of directors

John Campbell was invited to speak about the resolution and why it had been proposed. He said that every AGM that he had been to allowed their members to select their Chairman at the AGM. Votes For 70 Votes Against 82 Abstentions were not counted

Resolution 2, proposed by Stephanie Smith, Alex Easton, Jo Muggeridge & Tracey Middleton
Proposed Clause 1.4

In these Articles the following expressions shall have the meanings set out below:-

The Chairman means the Chairman of the Company appointed from and by the Board of Directors of the Company or such person who is standing in for the Chairman at the request of the latter.”

The remainder of Article 1.4 would remain unchanged.

Stephanie Smith was invited to speak about the director’s resolution.

1. Our current bye law is out of date with the new Companies Act 2006, is open to interpretation and is therefore unclear
2. Many modern companies invite their members to select the board of directors and then those directors select their own chairman from their number
3. Badminton England select their Chairman in this manner. Our articles and byelaws are based on BE’s articles and byelaws, so we should adapt our rules to keep in line with theirs.
4. It is in Kent Badminton’s best interests that the majority of the Board of directors respect and have complete trust in their Chairman
5. The membership of KBL is still selecting the small group of people from whom the Chairman will be selected from.

Votes For 80

Votes Against 74

Abstentions were not counted

Neither resolution was carried as neither achieved 75% of the vote. A method of chairman selection would be required for 2010, it was stated at the meeting that as resolution 2 had achieved a higher percentage of the vote and because precedence had been set in 2009, it should be used to select the KBL Chairman in 2010.

Resolution 3, proposed by Stephanie Smith, Alex Easton, Jo Muggeridge & Tracey Middleton
Proposed Clause 7.0/7.1

7.0 DIRECTORS, OFFICERS AND HONORARY APPOINTMENTS

7.1 The Company’s Board will be limited to seven directors including the chairman and company secretary.

Stephanie Smith was invited to speak about the director’s resolution.

1. We need an odd number of directors to avoid a split vote
2. Ten directors are too many – we do not have enough jobs for ten directors. We had to make roles up this year.

Votes For 77

Votes Against 75

Abstentions were not counted

The resolution was not carried as it did not achieve 75% of the vote.

Minutes of the Eighth Annual General Meeting of the Company held at Hildenborough Village Hall, Riding Lane, Hildenborough on Tuesday the 9th June 2010

Present: Board of Directors:

Mr Dave Stock Chairman (DS)

Mr Alex Easton Director of Junior Squads (AE)

Mr Bill Dorey Finance Director (BD)

Mrs Stephanie Smith Competition Director (SS)

Miss Jo' Muggeridge Teams Director (JM)

Mr Edward Strilesky Network Director (ES)

Miss Tracey Middleton Marketing Director (TM)

Mr Mike O'Keeffe Veterans Director (MOK)

Mr Gordon Hughes Acting Company Secretary/Administrator (GH)

James Woodland, Badminton Development Officer Kent

Guthrie Miller, Kent Sports Development Unit

Dave Stock opened the meeting as Chairman.

Geoff Rofe, Vice President of BADMINTON England and life-long supporter of Kent Badminton was introduced and made a short speech.

Geoff despaired at the split in the county and asked us all to try and work together. He felt that a different set up with regions being more involved in the management of the county might be more helpful. He was also unhappy with the one member one vote set-up and felt that this left the structural management of the county wide-open to damage if members ganged together to get rid of directors. He again implored everyone to work together.

1. Apologies for absence were received from Neil Waterman, Tony Bridge, John Reynolds, Andrew Duff.

2. To approve the minutes of the Annual General Meeting held on 16th June 2009. These were confirmed and signed by the Chairman. Proposed by: Pat Davies. Seconded by: Keith Goodey. Approved nem. con.

3. To approve the Annual Report Proposed by Mark Griffin. Seconded by: Pat Davies. Approved nem. con.

4. The Accounts for the year ending 30th June 2009 were considered. These had been posted on the KBL website. Stuart Smith asked what the two large sums on page 33 of the accounts were for – one amount was a fee payable to John Bristow as Company Secretary, the second was for the Network Director's travel expenses. Proposed by: Geoff Rofe. Seconded by: Mark Griffin. Approved nem. con.

5. Appointments to the Board of Directors.

DS explained the voting forms that had been circulated and said that only the sheet stating 10 votes should be used and that a tick or cross should be placed next to each director that the member wished to vote for.

The Chairman suggested the nominees address the meeting.

Robin Wells – listed his experiences as Chairman of Orpington League, Senior Team Manager and then Teams Director and playing in Vets Squads. He said he had heard some unsavoury

comments about the running of the current Board and felt he could help to unify the Board. He favoured Team Director or Vets Director as possible roles.

Rosalie Reeder – she was a Kent Cricket Development officer, but took on the role of Company Secretary for Kent last year. She resigned because she felt that there was an inner circle functioning independently of but within the Board. She wants to be Company Secretary again.

Allan Paxton – listed his working experiences and the courses he had attended including a Chairman workshop. He is Chairman of the Tunbridge Wells Badminton League and has also managed some county teams.

Debbie Leach – talked about her coaching experience and her junior club and wants to work in junior development of the sport. She also wants to promote the sport and mentioned arranging for Gail Emms to appear on a Channel 4 programme.

Stephen Hall – talked about his marketing career and his time playing badminton.

Stuart Ramsey – said that he is a qualified chartered accountant who worked for an investment bank. He said that he was an ex-Scottish Junior International and used to partner Robert Blair (before Robert started to play for England). He is still good friends with Robert.

Andrew Duff – not present

Directors then addressed the meeting

Alex Easton, Junior Squads Director – charted the team and tournament successes spread over a large range of junior players. He advised that he and Jo coached 28 of the 60 current Kent Juniors. He commended Jo for her success with the U17 and U21 teams.

Tracy Middleton, Marketing Director – talked about the sponsorship she has raised to fund kit for our players for the U21 and U17 ICC and ICT events.

William Dorey, Financial Director – said he was a chartered accountant and that is it really.

Stephanie Smith, Competitions Director – talked about her time as Competitions Director and how she developed the tournament calendar from 3 junior events to 9 junior events and also took on the senior restricted and brought in 4 senior events for BE.

David Stock, Chairman – spoke about his time as Chairman and how much he had enjoyed the role. It had been a hard and challenging year but with a great deal of success for the county. He had also served on the BE Council.

Jo Muggeridge, Teams Director – talked about the senior teams success. When she became the Teams Director, Jo promised to get the 1st team up to the Premier division by the end of her first complete season and she fulfilled that promise when the 1st team was promoted to Premier B in May. The 2nd Team finished 3rd and the 3rd Team that had involved 7 juniors over the season had managed to retain its place in the 3rd Division.

Edward Strilesky, Network Director – talked about being part of Gillian Gilks' entourage in the 1970s. Talked about schools and pay and play in east Kent and about a new Performance Centre for Canterbury being applied for with Lesley Uphill as Lead Coach.

Mike O'Keeffe - talked about the success of the Veterans teams. He said that they had all been successful except the over 45s and over 55s.

Per Svenson, stood up and said that he was appalled at the behaviour at the meeting. He asked for everyone to work together.

Peter Knowles stood up, he was also unhappy with the behaviour and attitude. He said that he was there to support Jo and that she had done a great job this season. He said that the 1st team had worked hard and done really well.

At this point, members were asked to place their votes on the voting slip marked with "please choose ten directors". The voting slips were collected and results were counted by James Woodland (BADMINTON England) and Guthrie Miller (Kent Sports Development Unit).

The meeting continued whilst the votes were counted.

6. Confirmation of the membership fees for 2010/11, proposed by the Board.

(i) The County fee to be increased to £5.75 per annum. Seconded by Mark Griffin. Approved nem con.

7. Changes to the Badminton England fees to be approved at their AGM on 26th June 2010 were noted - £9.90. Seconded by Geoff Rofe. Approved nem con.

a. To vote for Geoff Rofe as President of BADMINTON England. Approved nem. con.

b. In the event that Geoff does not become President, to vote for Geoff as one of 6 Vice Presidents. Approved nem.con.

c. To vote for Dave Hunt to become Treasurer of BE. Approved nem.con.

8. Election of Independent Examiner for 2009/10. Rajiv Malhotra proposed by the board. BD waiting to hear from Rajiv Malhotra to confirm his willingness to continue. Seconded by Geoff Rofe. Approved nem con subject to Rajiv Malhotra's decision.

9. To consider and adopt if thought appropriate the following resolutions into the company's Articles of Association proposed by Bill Dorey, seconded by Mark Griffin, approved nem. con.

a. "Where the position of a director becomes vacant for whatever reason

prior to the next Annual General Meeting, the board of directors may appoint a replacement director who shall retire at the next following Annual General Meeting. As a retiring director he/she may be eligible to stand for re appointment if he/she wishes to do so".

b. To consider and adopt if thought appropriate changes to the existing

Bye Laws of the company proposed by Bill Dorey, seconded by Geoff Rofe, approved by majority, 1 vote against.

Bye Law 6.5.3 currently reads:-

Cheques drawn upon the banking and other accounts of the company and any other forms of withdrawal shall be signed by any two directors. Cheques for expenditure (within an approved budget) equal or less than £500.00 may be signed solely by the Finance Director. An account for junior affairs shall be operated by the Junior and Coaching Secretary signing with any director.

Proposed Bye Law 6.5.3 to read:-

Cheques drawn upon the banking and other accounts of the company and any other forms of withdrawal shall be signed by any two directors.. Cheques for expenditure (within an approved budget) equal or less than a limit agreed by the directors at a board meeting may be signed solely by the Finance Director.

10. Any Other Business.

a. Four people from Kent have received awards – Pat Davies, John Bristow and Paul Whetnall all received the English Badminton Award and Sue Whetnall was entered into the BE Hall of Fame. They were congratulated.

b. There was a request for our articles of association to be reviewed. In light of the evening's experiences, everyone agreed that this was a good idea.

c. MOK proposed that the AGM should be moved around the 8 regions of the county. Although there was no vote on this, it was generally agreed by those still present in the hall that it would be a nice idea if at all possible. DS then said that it was necessary to find a big enough hall and that had to be taken into account.

11. The result of the voting on the evening was

Edward Strilesky, Robin Wells, Allan Paxton, Stephen Hall, Mike O'Keeffe, Tracey Middleton, Bill Dorey, Rosalie Reeder, Debbie Leach and Andrew Duff were named as the Board of Directors of Kent Badminton Ltd for 2010-2011.

There being no other business, the meeting closed at 23.55 hours

Chairman_____ Date_____