



**MINUTES OF THE SPECIAL MEMBERS' MEETING OF THE
EAST OF ENGLAND CO-OPERATIVE SOCIETY LIMITED
HELD AT 6.00 PM ON MONDAY, 15TH DECEMBER 2014
AT WHERSTEAD PARK, IPSWICH, IP9 2BJ**

Present: Mrs S Chicken President
 Mr C Barrett Vice-President
 Mr C E Mann Chair, Governance Working Group
 Mr M E Faulkner Secretary
 9 Directors (excluding those above)
 The Executive Leadership Team
 13 Members of the Society (excluding those above)
 1 Associate Member (non-voting)

Apologies for Absence

Apologies for absence were received from 4 Directors and 3 other Members of the Society.

Introduction

The President welcomed Members to the meeting.

AMENDMENTS TO SOCIETY RULES

The President thanked Members for attending and outlined the reason for the meeting. The Board had a responsibility to keep the Society rules up to date and did this by carrying out thorough reviews about every three years, the last rule amendments having been presented to and approved by Members in 2011.

The President was grateful to the Chair and members of the Board committee that had undertaken the current review. Most of the proposed changes were simple tidying up points and clarifications rather than substantive amendments. However, there were two changes that were more fundamental:

- a) Replacement of the existing provision to achieve Board renewal based on a maximum age for service on the Board, which was now considered contrary to age discrimination legislation. In its place, the Board proposed a time limit of 12 years continuous service after which a Director would need to stand down for at least one year.
- b) Widening the scope of the existing complaints rule to allow Members to raise complaints not only about the quality of the products and service that we provide but also about the conduct of individual Directors. It was hoped that a rule like this would never have to be used, but being an organisation owned by its Members, the

elected Directors should be accountable to Members for their conduct and behaviour outside the Boardroom.

Other amendments included:

- Updating references to the Financial Conduct Authority and the Co-operative and Community Benefit Societies Act 2014;
- Incorporating the definition of a co-operative into the body of the rules;
- Raising the number of Members necessary to request a ballot at a general meeting from 10 to 25;
- Requiring co-opted Directors (should any be appointed) to be Members of the Society; and
- Revising the number of signatories required to witness use of the Society seal.

There were no questions on these amendments so the President put the motion to Members and it was **RESOLVED** on a vote by show of hands, 31 votes in favour and none against, that:

The draft rules produced to the meeting as Appendix A to the Notice be adopted as the rules of the Society in substitution for, and to the exclusion of, the existing rules.

The Secretary confirmed that the required two-thirds majority of Members present and voting had been achieved and that the amendments would therefore be submitted to the Financial Conduct Authority for registration.

Close

There being no other business, the President closed the meeting, thanking Members for their attendance and participation.

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President

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Date