



Basingstoke Makerspace

65 New Road, Basingstoke, Hants, RG21 7PW

Queries to: admin@basingstokemakerspace.org.uk

Registered in England and Wales, Company Number: 10742431

Registered Address: 8 St John's Piece, Oakley, Basingstoke, RG23 7JQ

This notice is issued by order of the Board of Directors of Basingstoke Makerspace on 11th August 2022, as required by the company's Articles of Association

Notice of Annual General Meeting to be held on 25th August 2022 at 7:30pm at 65 New Road

As required by the Articles of Association, this is the 14 day notice of the fifth AGM of Basingstoke Makerspace. The AGM meeting will provide an opportunity for the members to accept or reject the 2021-2022 year end accounts (presented on page 3 of this notice) and to vote for new directors.

In addition to the physical meeting there will be an opportunity for members to attend virtually at:

<https://meet.google.com/xcz-zsbq-qpq>

This year there are two members standing for election as directors, they are **Ben Norris** (who is re-standing) and **Steve Davidson**. At this time we would urge all members to consider their vote. Any member is entitled to vote. There are three different ways to do this:

- Submit an email vote as described in this 14 day notice,; or else
- Appoint any specific adult person as a proxy to cast their vote in the meeting when called to do so; Or
- Attend the meeting (either physically or virtually) and cast their vote when called to do so

eMail

In order to vote by email the member must send an email from their registered email address to elections@basingstokemakerspace.org.uk containing this text:

I **<member name>** select option **<1/ 2/ 3/ 4>** from this list:

- 1) **Vote for Ben Norris & Steve Davidson**
- 2) **Vote for Ben Norris alone**
- 3) **Vote for Steve Davidson alone**
- 4) **Vote for neither**

I **<accept/ reject/ defer>** approval of the 2021-2022 accounts

The text in green should be edited to reflect the member's identity and intentions. You can select options 1, 2, 3 or 4 to indicate your support for the potential directors. An eMail vote cast this way may later be withdrawn by the member at the ACM. eMail votes must be received before midnight on 24th August.

Proxy

In order to register a proxy the member must send an email from their registered email address to elections@basingstokemakerspace.org.uk containing this text:

I **<member name>** wish my votes to be exercised by **<name of proxy>** at the AGM.

The text in green should be edited to provide the identities of the member and that of an adult that will act as their proxy at the meeting. Proxy nominations must be received before midnight on 24th August.



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A proxy need not be a member of Basingstoke Makerspace. They must turn up in person to the AGM meeting with a means of identification (Passport and proof of address, or Photo Drivers licence with correct address) before they are allowed to vote. They must supply their full name and residential address. A vote placed by that proxy will then be considered to be equivalent to a vote cast by the voter who appointed them. A record of that evidence of identification will be kept by the officers of the company until the following election takes place. This evidence may be examined in the case of a dispute by any mutually appointed third party arbitrator, or by a court of Law in England or Wales.

Appointed proxies will be considered to still be legitimate for any subsequent re-running of the same election unless or until the member appointing that proxy withdraws their consent by appearing in person at the meeting and by making their presence and withdrawal of that consent clear. An opportunity to declare any such withdrawal of consent will be provided before voting starts. Votes submitted by proxy voters will be clearly indicated as proxy votes in the record.

In Person

A voting form with a list of the candidates will be supplied to any member or proxy at the meeting, the voter can then privately select which candidates they supported with a cross against their selected option, as detailed on the form. Each candidate can only receive one vote from each voter, and each voter can only vote for at most the number of candidates required to fill the available Directorships (**two this year**).

Votes submitted on forms at the meeting will be tallied by the chairman and validated by another director. Members attending the meeting virtually that have not voted prior to the meeting will have to publicly submit their vote. Any member that wishes to maintain confidentiality in their vote is strongly urged to either vote by email prior to the meeting or to physically attend the meeting.

Any proxy appointed or email vote submitted may be replaced by a vote in person on the day, for example if the voter changes their mind in the interim. Therefore, the officer presiding will formally request those present to declare any withdrawn email votes or proxy appointments *before* the election commences. This will occur both in the AGM and in any re-run of the AGM. Any withdrawn email votes will be clearly be marked as withdrawn, but must be preserved as evidence alongside all other voting materials.

All voting materials, such as filled in voting forms, will be archived in electronic format available to, and accessible by, any interested member for a minimum of 3 months after the election to allow open scrutiny of the process. Personal information such as email addresses may be redacted on the materials available for general inspection, but an un-redacted copy will be kept available for inspection in the event of any dispute concerning email votes or proxy votes with respect to the identity of the voter or proxy voter.

The rules for counting of the vote

The number of voters casting their votes must reach the meeting Quorum for the AGM in order for the election to be legitimate. That is a minimum of 10 or of half the members (whichever is smaller) must take part. At the time of writing this notice, the Quorum stands at 10, as there are 32 active members.

To be elected, a Director needs at least 30% of the available votes (the total votes possible given the number of participating voters), in lieu of a nomination process. The votes will be received and counted, and the results declared by the meeting chairperson. Any legitimate voter who wishes to do so may oversee the process, as long as no attempt is made to interfere with the result.

This year since there are two candidates and four available positions any candidate that receives the required votes will be elected.



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What happens if the elections fail to take place for whatever reason?

If the elections fail to be conducted successfully on the day (e.g. because of not meeting Quorum, which will include email and voters by proxy, as the election is the main business of the meeting) then the whole process will be repeated one more time, but according to the rules only 7 day's notice (minimum) are required for a re-run of the AGM.

If sufficient members still fail to participate or turn up to this second calling of the AGM, then the existing standing directors will be considered to be re-elected, including any appointees that occurred before the date of the last 7 day notice, which must name the existing directors and appointees to be elected by default, to give members the chance to decide to vote on the issue.

The AGM Agenda

All notices will be considered sent if they have been sent to the email address held by GoCardless at the time of sending, which is our primary means of establishing who our members are (which is a legal requirement). The AGM agenda is:

1. Presentation of the Accounts
2. Election of the new Board of Directors
3. The declaration of the closing of the AGM

2021-2022 Year End Accounts

Statement of Financial Position for Basingstoke Makerspace Limited at 30th April 2022						
Income			Expenditure			
Members' Subscriptions	£7,003.50		Premises Licence Fees	£5,000.04		
Donations	£0.00		Member Expenses	£4,836.46		
Grants	£8,000.00		Other Expenses	£2,287.42		
Accrued Income	£0.00	X			SUBTOTAL	£12,123.92 B
			Liabilities			
			Members' Out of Pocket	£407.92		
			Other Creditors	£640.21		
					SUBTOTAL	£1,048.13 C
TOTAL INCOME	£15,003.50	A	TOTAL EXPENDITURE	£13,172.05		B+C
Change in Bank Balance	£2,879.58	(A-X)-B				
Bank Balance at 1 May 2021	£20,269.80					
Bank Balance at 30 Apr 2022	£23,149.38					

The figure above provide a summary of the accounts for the year from 1 May 2021 to 30 April 2022.

Please also note that the entry "Member Expenses" shown here covers the purchase of new tools, maintenance costs and consumables. A detailed list is available on request.



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	Year End	Prev YE		Year End	Prev YE
	30 Apr 2022	30 Apr 2021		30 Apr 2022	30 Apr 2021
Total Fixed Assets	£2,500.00	£2,500.00	Asset Register Value	£10,000.00	£10,000.00
Current Assets			Intangible assets	£0.00	£0.00
Total Current Assets	£23,149.38	£20,269.80	Tangible assets	£2,500.00	£2,500.00
Prepayments and accrued income	£0.00	£0.00	Fixed Asset Investments	£0.00	£0.00
Creditors: falling due within one year	£0.00	£0.00	Cash at Bank	£23,149.38	£20,269.80
Net current assets (liabilities)	£1,048.13	£283.46	Stocks	£0.00	£0.00
Total assets less current liabilities	£22,101.25	£19,986.34	Debtors	£0.00	£0.00
Creditors: falling due after more than one year	£0.00	£0.00	Investments (Current Assets)	£0.00	£0.00
Provisions for liabilities	£0.00	£0.00			
Accruals and deferred income	£0.00	£0.00			
Total net assets (liabilities)	£22,101.25	£19,986.34			
Reserves	£0.00	£0.00			
Employees	0	0			

This figure shows the resulting summary figures that are intended to be submitted to Company's House.

If any member wishes to go into further detail they can either do so prior the AGM by contacting the directors, or during the AGM by raising questions, comments or queries.

Following the closing of the AGM

After the AGM is concluded there will be an ordinary general meeting (OGM) chaired by at least one of the new committee of directors to discuss the future of the Makerspace, and to open the floor to suggestions, discussions and questions from any member. If the existing chairperson is a member of the new board, then they will continue to chair the meeting unless another director wishes to take over the chair. If more than one member of the new board wishes to take over the chair (including the existing chair) then the new board should be allowed to vote by a show of hands to decide who should take the chair for the ordinary general meeting.

The ordinary general meeting may, of course, only make binding decisions if it remains quorate, however the ordinary general meeting may continue to debate, discuss and answer questions as long as a member of the new board is willing to continue to chair it. Appointed proxies who are not members may only vote in the AGM, not in any votes called in the subsequent ordinary general meeting. They may however be permitted to stay and to speak in the ordinary general meeting unless the meeting chair chooses otherwise.