



Basingstoke Makerspace

Suite 2, 65 New Road, Basingstoke, Hants, RG21 7PW

Queries to: admin@basingstokemakerspace.org.uk

Registered in England and Wales, Company Number: 10742431

Registered Address: 16, Springfield Road, Pamber Heath, Tadley, Hampshire RG26 3DL

Notice of Annual General Meeting to be held on 10th November 2020 at 7:30pm as a virtual meeting at:

<https://meet.google.com/vfy-tegr-wfu>

As required by our Articles of Association, this is the 21 day notice of the third AGM of Basingstoke Makerspace. The first stage of which is to invite all paid-up members to put forward their names to elections@basingstokemakerspace.org.uk if they want to stand for election as a Director. Full details of the process and restrictions are outlined on the next page.

The AGM Agenda

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

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 may only vote in the AGM election of the board of directors, but 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.

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.

This notice is issued by order of the Board of Directors of Basingstoke Makerspace on 6th October 2020, as required by the company's Articles of Association.



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The Rules for standing for election as a company director

If you are a paying member of standing - that is to say, you have been a paid-up member for more than three months, then you are entitled to put forward your name for the election. It is advisable that you should have participated in the committee before standing, but not obligatory.

To put your name forward you must email elections@basingstokemakerspace.org.uk (which will automatically be forwarded to all current Directors and to the committee forum) before midnight on the 18th October 2020, two days before the 14 day notice, which will be issued by midday on 20th October. You will get an acknowledgement email from admin@basingstokemakerspace.org.uk - so watch out for that to ensure that your submission has been received and accepted.

The Rules for running the Election

When the 14 day notice is issued (or any subsequent 7 day notice if the first AGM or election fails to be held), it will detail the candidates that are standing in the election, and issue the means of submitting an email vote or appointing a proxy to vote in person on the day. All notices will be considered sent if they are sent to the email registered when signing up for GoCardless, which is our primary means of establishing who our members are (which is a legal requirement).

Any proxy appointed or email vote submitted can be replaced by a vote in person on the day, for example if the voter changes their mind in the interim, or in the event of a second AGM being called by 7 day notice because of the failure of the first attempt to meet quorum or otherwise be legitimately held. Appointed proxies will be considered to still be legitimate for subsequent re-running of the same election unless or until the person appointing that proxy withdraws their consent by appearing in person at the virtual meeting holding the election, and by making their presence and withdrawal of that consent clear when the members present at the election are invited to declare any such withdrawal of consent before voting papers are issued to those present.

Therefore, the officer presiding over proceedings as chair of the AGM must formally declare that invitation to those present to declare any withdrawn proxy appointments or email votes *before* the election commences. Any withdrawn email votes must be clearly marked as withdrawn, but must be preserved as evidence alongside all other voting materials to be temporarily archived.

Votes submitted by proxy voters must be clearly indicated as proxy votes in order to preserve the record. After the first year's AGM, a third of serving Directors (or anyone appointed as a temporary Director without being elected) are obliged to stand down each year, starting with the longest serving - or by straw poll if there are no volunteers or clear choices by the rules. Directors forced to stand-down may immediately re-stand for election, if they so wish.

This year's position (2020)

This year Brian Catchpoole has already resigned as a director, Nigel Berrie has indicated an intention to resign at the AGM. So only one remaining director needs to resign to fulfill the obligation to have 1/3 of directors stand for reelection. Mark de Roussier has volunteered to resign and indicated his desire to re-stand. This brings the count of resigned directors to three.

Only a maximum of 9 Directors may legitimately serve at any given time, with Mark removed there are 5 remaining existing directors, Mark has indicated that he will stand for re-election so if 3 or fewer additional candidates stand, they all have the potential to be selected. If more than 3 additional candidates stand those with the most votes will be elected until all the available directorships have all been allocated.

If there is a draw, then those drawing will either have to come to an agreement as to who has won, or else the outcome of the election for those candidates will be decided by random method agreed by a



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majority of the existing previous year's directors, and officiated by the outgoing chairperson. Neither vote count nor random draw can be run by a candidate in the election, unless it is unavoidable.

The rules for counting of the vote

The number of voters casting their votes must reach the meeting Quorum rules for the AGM for the election to be legitimate – 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 37 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 outgoing 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.

Voting process

Under normal circumstances a voting form would consist of a list of the candidates, and the voter could privately select which candidates they supported with a cross against their name, as detailed on the form. Each candidate can only receive one vote from each voter, and each voter can vote for at most the number of candidates required to fill the available Directorships (**between one and four this year**).

Given the fact that this AGM has to be held as a remote meeting because of COVID policies the chairman will have to emulate the voting process by a public process. Any member that wishes to maintain confidentiality in their vote is strongly urged to vote by email prior to the meeting.

Such voting materials as are available will be archived in electronic format available to, and accessible by, any interested member on the makerspace server 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 should be kept in secure storage 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 Proxy votes:

Any member entitled to vote may either:

1. Submit a vote as described in the 14 day notice, sent from their registered email address to elections@basingstokemakerspace.org.uk. This must be received before midnight on the 9th November, and, clearly instruct the AGM chairperson how to apply their vote; or else
2. Appoint any specific adult person as a proxy to cast their vote publicly in the virtual meeting when called to do so; Or
3. Attend the virtual meeting in person and cast their vote publicly when called to do so

A proxy need not be a member of Basingstoke Makerspace. They must turn up in person to the AGM virtual 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 must 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.

As stated above, any proxy or email vote may be withdrawn before voting starts. To do so the member concerned must present themselves in person at the virtual AGM and clearly declare their intention. An opportunity to withdraw prior email votes or proxy nominations will be provided by the chairman at the appropriate time during the AGM.