

# **RIVER STOUR TRUST COUNCIL**

## **Minutes of the meeting held on Thursday 3 January 2008 at 7.00pm at The Granary, Sudbury**

**PRESENT:** Mr R. Abbott (RA), Mr R. Brown (RB), Mrs D. Bryce (DB), Mr B. Cornell (BC), Mr A. Davison (AD), Mr M. Finch (MF) - Secretary, Mrs L. Ford-Platt (LF), Mr P. Hesketh (PH), Mr J. Morris (JM), Mr R. A. Platt (RAP), Mr A. Richardson (AR), Mr G. Whybrow (GW)  
Vice President - Mr F. Batten (FB)

### **1 APOLOGIES FOR ABSENCE**

Mr J. Tritton (JT), Dr. H. Brook (HB), Mr D. Burroughs (DMB)

### **2 Special Item: Receipt of requisition for EGM and members' resolutions**

PH explained that another set of papers had been received from members on 19<sup>th</sup> Dec calling for an EGM and resolutions to be put to that meeting, with a covering letter from Mr Proffitt, a member, and copy letter from David Holt of Bates Wells & Braithwaite. The form used is appended to these minutes, with totals shown for each item. There was discussion about the origin of the forms and the wideness of their distribution. It was **noted** that the resolutions for removing directors gained less than 10% of members support, and so were not acceptable. MF said the 10% level was 54. LF said it was 53.

PH said this EGM call could not occur at the same time as the 12<sup>th</sup> Jan EGM as legal limits on timescales were too short. After questions from several Council members RAP said he was in agreement with the resolutions. AR said the resolutions were not valid as they were in conflict with our articles, and resolution (b) would make Council unworkable. There was discussion and disagreement between members over the meaning of our articles. PH said the constitution was clear and the resolutions were in conflict.

PH said that since the first 2 resolutions were unconstitutional they could have no effect. It was **agreed** that Council will continue to review our constitution anyway. Several members said it would be wasteful to have another EGM with invalid or pointless resolutions. There was discussion on the necessity for such an EGM at all. RA said the Companies Act would make the resolutions valid. MF explained section 303 of the Companies Act 2006 made resolutions which contradicted the law or our articles improper and thus void. There was discussion over the previous appointment of a President and its validity. LF said it was valid. AD said it was not and lead to resignations by members.

Some attending members gave their opinions. Stephen Bunting said that there was a moral issue about 20 years of RAP as chairman. Frank Wallder said that resolution (b) was impractical and wrong in law.

There was discussion over voting rights in Council of a President. JM said we should not call or promote a 2<sup>nd</sup> EGM. RAP suggested Council could be advised by the resolutions.

**PROPOSED AR/ SECONDED JM** that 'Council acknowledge the call for another EGM, they think the motions are unconstitutional but invite members to call it if they wish and Council will pay legitimate costs of it.' After further discussion about the legality of the resolutions a vote was taken. **CARRIED** (8 in favour, 0 against, 4 abstain).

### **3 ANY OTHER BUSINESS**

It was **noted** that the EGM on the 12<sup>th</sup> Jan would now take place at the Town Hall, Sudbury as the previous venue was unavailable. A notice would be sent to members to that effect.

**The meeting closed at 8.30pm**

## River Stour Trust

### Members call for EGM & resolutions received 19 Dec 2007

The resolution forms received from members on 19 Dec were in this format:-

.....

In accordance with the Articles of Association and the provisions of the Companies Act, I/we hereby request that the following resolutions be put to an Extraordinary General Meeting

To pass the following ordinary resolutions:

(a) to appoint Tony (Richard Anthony) Platt as Life President of the River Stour Trust, without prejudice to his current membership and voting rights on the Council of the River Stour Trust

(b) that disposal of any property assets of the River Stour Trust will not be actioned without (a) consultation of the whole membership and (b) the unanimous agreement of the Council of the River Stour Trust

(c) that Council be asked to review and amend the constitution of the River Stour Trust to take account of the changes in the Companies Act and other relevant legislation, and to clarify procedural matters including the appointment of Chairman and voting procedures

(d) to require the removal of the following directors (please indicate with X against the relevant name(s))

Debbie Bryce

Michael Finch

Peter Hesketh

John Morris

Andrew Richardson

and ( if any ) .....

(d) Should the Council of the River Stour Trust fail to make arrangements for these resolutions to be considered at an EGM, I/we hereby agree that the EGM should be called by the membership, as provided for under section 305 of the Companies Act

.....

The totals for each box were as follows:-

EGM call		59
Resolution (a)		53
Resolution (b)		57
Resolution (c)		61
Resolution (d)	DB	21
	MF	21
	PH	26
	JM	25
	AR	20
Call for members EGM		59

Michael Finch  
21/12/2007