

**All Harborne Village BID Limited
Levy Payers**



14th September 2018

Dear Colleague

HARBORNE BUSINESS IMPROVEMENT DISTRICT INAUGURAL GENERAL MEETING

Following the successful outcome of the ballot for the Harborne Business Improvement District (BID), Harborne Village BID Limited has been incorporated and officially started its five-year term on 1st January 2018.

You should shortly receive a BID levy invoice as part of this process and all eligible BID levy payers are invited to the Inaugural General Meeting of Harborne Village BID Limited, which is due to take place at Harborne Pool and Fitness Centre from 6pm on Tuesday 2nd October 2018.

The meeting will include the following business and all timings shown are approximate:

6.00pm	Welcome & Introduction
6.10pm	Adoption of proposed Memorandum & Articles of Association
6.20pm	Appointment of Directors and Company Secretary (as below)
6.35pm	Feedback from eligible BID levy payers
7.00pm	Close of meeting

APPOINTMENT OF DIRECTORS & COMPANY SECRETARY

As per the Harborne BID Business Plan, which can be viewed at www.harborne-village.com, it is proposed that a Board of approximately 15 volunteer Company Directors (inclusive of a Birmingham City Council and West Midlands Police representative, both of which will be observers and not be granted voting rights) will be formed from BID levy-paying organisations to create a representative, business-led group to oversee the financial, managerial and operational activities of the BID.

The majority of the Board will be drawn from private-sector organisations and the Chair will always be a private-sector member to ensure that the BID retains its strong business focus.

www.harborne-village.com

The Board will be fully accountable to BID levy payers and will consist entirely of representatives from BID levy paying organisations or be approved voluntary contributors to the BID. The Board will meet at least 6 times per year and receive both management and financial reports at each meeting. They will communicate regularly with BID levy payers on key issues, particularly including progress against the BID Business Plan.

The appointed Board will, in turn, appoint a Company Secretary whose role will be to ensure that appropriate compliance is followed by the company.

Whilst it is important that Board members have a range of skills, they do not require any formal professional qualifications – it is much more important that they display a positive attitude and a willingness to support and champion the aims of the BID. **If you are a BID levy-payer and are willing to be considered for the Board, then please get in touch with Kate Smart at the Harborne Business Association using the details shown below by 5pm on Tuesday 25th September.**

Both members and directors will be expected to submit letters of application to support their appointments. The letters are available to download at www.harborne-village.com and will also be available on the evening.

The proposed Memorandum & Articles of Association are available to view at www.harborne-village.com and all matters will be agreed by the eligible BID levy payers present, all of whom will be considered as members of the BID company by their registration at the meeting. If you are an eligible BID levy-payer, you are able to request a letter to be appointed as a member in advance of the meeting and will also be able to complete a proxy form for appointing the relevant person to vote on your behalf, as detailed at the end of this letter. **If you are a BID levy-payer and wish to register as a member in advance and request a proxy form, then please get in touch with Kate Smart at the Harborne Business Association using the details shown below by 5pm on Tuesday 25^h September.**

Many thanks in advance and we look forward to seeing you at the meeting.

Yours Sincerely



Chris Gregory

For and on behalf of the Harborne Business Association

Contact details for Kate Smart at the Harborne Business Association

Kate Smart telephone: 07538 067379

Kate Smart email: hello@harborne-village.com

Proxy voting

Please note as a member it is possible to vote by proxy. The section of the Articles regarding proxy voting is noted in full below along with clause 17.5 from the Articles for ease of reference.

17.5 For a proxy vote to be valid and effective, the proxy must be given to the chairman in writing within forty eight (48) hours of the particular general meeting in which their proxy vote is shown.

18 PROXY VOTING

18.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

18.1.1 states the name and address of the member appointing the proxy;

18.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

18.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

18.1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

18.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. All proxy forms must be submitted by 5pm two working days before the meeting. (for the benefit of doubt, if the meeting is on Thursday evening, then an attendee needs to be a member by 5pm on Tuesday);

18.3 An individual can only be appointed as a proxy for a maximum of three members.

18.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

18.5 Unless a proxy notice indicates otherwise, it must be treated as:

18.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

18.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

18.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

18.7 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

18.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

18.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.