Minutes of the Texel Sheep Society AGM that took place at 17.30 on Saturday 17th November 2018 at North Lakes Hotel, Ullswater Road, Penrith, Cumbria, CA11 8QT

In Attendance
Steve Richardson - Chairman & President
Roy Campbell – Vice Chairman & Vice President
John Yates – Chief Executive
Gil Burton – Minute taker
Members in attendance...

Name	Flock		Name	Flock
A & S Andrews	Miserden		Mr David Chestnutt	Bushmills
Mrs J Aiken	Coniston		Procter's Farm Ltd	Procter's/Tatham Hall
Mr Andy Barr	Parkhouse		Mr James Theyer	Clanfield
Mr Steve Martin	Broomhall		Mr Owen Watkins	Caenantmelyn
Mr P R Barlow	Moorclose		Messrs Usk Vale Pedigrees	Usk Vale
Mr D J McKerrow	Nochnary		Messrs James H Wilkinson	Ballygroogan
Mr Alastair Gault	Forkins		Mr S J & H Smith	Penparc
Messrs Selwyn & Tomos Evans	Welsh		Ms Lowri Reed	Tyngwndwn
Mr Dafydd Jones	Kitrob		Mr & Mrs P A Kermode	Orrisdale
Messrs R & B Smith	Slapton		Mr Alwyn Phillips	Penygelli
Mr Iolo P Jones	Llangwm		Messrs J M, C E & P Mitchell	Avon Vale

Chairman, Steve Richardson, welcomed all to the AGM and thanked those present for attending he declared the AGM open at 17.39

1. To Receive apologies for absence

The Chairman advised apologies had been received from the following Members...

Name	Flock
Messrs Barclay Bell	Kiltariff
Messrs T & A Laird	Cambwell
Mr P & L Phillips	Kimbolton
Mr William J Knox	Haddo
Messrs W L & A Windsor	Fern

Mr G M Hill	Rolle
Messrs R M & E A Payne	Handbank
Messrs R P & S Whiteley	Thorncliffe
Messrs Hamill	Ballynadrenta
Mr G D Fleck	Ballymarlow

The Chairman asked for any further apologies. None Forthcoming.

2. RESOLUTION: to approve the minutes of the Annual General Meeting held on Saturday 11th November at Oulton Hall, Oulton, Leeds.

The Chairman asked for any comments, none forthcoming.

Proposed by Jeff Aiken
Seconded by David McKerrow

3. To receive the Chairman's report

The Chairman delivered his annual report in which he referred to Shows, sales and agricultural events, high averages, high clearances and the Societies research projects. He advised that the Society is now the sole owner of Basco Data Ltd which brings its own challenges, with genetic improvement services coming in-house next year and database upgrades hopefully in the pipeline in the not too distant future. He believed the commitment will improve Society services to our members. The Chairman spoke of the Society's governance and initiatives which remain at the forefront of the Boards remit.

He then thanked Adrian Windsor and Elliott Bell, as they stood down from their positions on the Board, for their hard work and dedication to the Texel Society, and welcomed Tomos Evans and Alistair Gault onto the Board.

The Chairman asked for any comments. None forthcoming.

The full report is available to view online at texel.uk/our-society/agm

4. To receive the Chief Executives report

The CE welcomed all to the AGM. He referred to the PowerPoint presentation which included an update on the following

- Texel Sheep Society is a well-respected organisation.
- The Society is in a strong position in our industry with robust financial performance.
- Our focus is to deliver pedigree, performance, show and sale reporting and
- Event management services to benefit our membership.

innovation and investment to grow our services to meet with the ever-changing demands placed on our industry. Driving research into our breed and the advancement of technologies to benefit both breed & industry is becoming ever more important.

Improve and develop our sales & breed promotion whilst providing breed development tools. Investment in staff who have the necessary skills to support our business aims and our membership. Industry leadership Value creation.

He explained the Society mission, “Through leadership and collaboration, increase the financial, animal health and welfare, and environmental benefits of Texel sheep to breeders, commercial farmers, industry, and the public. ”The full presentation is available to view online at texel.uk/agm

5. **SPECIAL RESOLUTION:** to amend Article 10. Subscriptions

Current Article: Every member shall pay to the Society in advance such annual subscription (if any) as may from time to time on the recommendation of the Board of Directors be fixed by the Society in General Meeting and such subscription shall be due and payable on the 1st day of October in every year.

Amendment:

[A] Every member shall pay to the Society in advance such annual subscription (if any) as may from time to time be fixed by the Board of Directors.

OR

[B] Every member shall pay to the Society in advance such annual subscription (if any) as may rise or fall by the annual retail price Index* [RPI] in the month of September in the preceding year and be fixed by the Board of Directors. **[The Retail Price Index [RPI] measures the change in the price of goods and services purchased by consumers for the purpose of consumption]*

The CE advised the special resolution had been included in the AGM notice distributed to all members prior to this meeting. He explained that the Board can change the Society fees for services at their discretion, however annual subscriptions have to be amended with a special resolution at the AGM. This provided a challenge for the Board in ensuring the Members subscription fees are managed effectively, especially in regard to inflation.

He explained the Board had proposed three options. Leave as is, amendment A or B.
He explained option A.
Every member shall pay to the Society in advance such annual subscription (if any) as may from time to time be fixed by the Board of Directors. He then explained option B.
Every member shall pay to the Society in advance such annual subscription (if any) as may rise or fall by the annual retail price Index* [RPI] in the month of September in the preceding year and be fixed by the Board of Directors.

He asked those attending for a show of hands for option A or option B

Option A – FOR = 0 AGAINST = 6

He then moved to ask those attending for a show of hands for option B.
Option B – FOR = 20 AGAINST = 0

It was noted that no proxy voting forms had been received at the Society or the Society’s registered office.

Option B carried by Ballot.

The CE said this provides the Board discretion to implement change when necessary, with any subscription increased capped at the rate of RPI.

6. RESOLUTION: To receive, consider and adopt the income and expenditure account for the year ended 31 March 2018 and the balance sheet as at that date and; to receive, consider and adopt the reports of the board of Directors and the Auditors for the year ended 31 March 2018.

The CE presented a PowerPoint presentation providing an analysis of the profit & loss and balance sheet. He asked for any questions or comments on the financial statements and added that they are available to view on the Society website at texel.uk/agm

No comments forthcoming.

Proposed by David McKerrow
Seconded by Peter Mitchell

7. RESOLUTION: To confirm the appointment of Daffern's LLP as the auditors for the Society and to authorise the Board of Directors to fix the remuneration of the Auditors.

The Chairman asked for any questions, none forthcoming

Proposed by Aubrey Andrews
Seconded by Steve Smith

8. Announcement of the Board of Directors election results

The Chairman advised the following result
Area 8 – Southern Midlands of England - Mr Peter Mitchell – Avon Vale - re-elected unopposed
Area 9 – South West of England - Graham Hill – Rolle - re-elected unopposed
Area 11 – South Wales & Borders – Tomos Evans – Welsh – elected unopposed
Area 12 – Northern Ireland – Alastair Gault – Forkins – successful by regional election and ballot.

9. Any other business that has previously been agreed by the Chairman.

The Chairman asked for any further comments, none forthcoming.

The Chairman, Steve Richardson, thanked all for attending and wished all an enjoyable evening and a safe journey home. He declared the meeting closed at 18.04