

**NOTICE of the 2018 Annual General Meeting**  
**of The Manx Society for the Prevention of Cruelty to Animals**  
**To be held on Monday 9<sup>th</sup> July at Ard Jerkyll, East Foxdale**  
**Commencing at 7.30pm**

**Agenda**

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| 1 | <b>Welcome</b><br>To convene the meeting and PROPOSE that the ManxSPCA President, Alex Downie, be elected to Chair the meeting   | Jacqueline Street,<br>ManxSPCA Chairperson                      |
| 2 | <b>Apologies and Quorum</b><br>2.1 To accept Apologies for absence<br>2.2 To confirm the presence of a quorum (20 'A' Members)<br>2.3 <u>Conflicts of Interest</u> – all those present must declare any conflict of interest they may have with respect to any item on the agenda.   | Alex Downie,<br>ManxSPCA President                              |
| 3 | <b>Minutes</b><br>3.1 To consider and approve the minutes of the Annual General Meeting held 26 <sup>th</sup> June 2017.<br>3.2 To be advised of a change in procedure for the approval, publication and adoption of the minutes of this and future Annual General Meetings in accordance with the attached paper presented by the Company Secretary   | Alex Downie,<br>ManxSPCA President                              |
| 4 | <b>Financial Statements and Audit</b><br>4.3 To receive and adopt the Annual Report and Financial Statements for the year ended 31 December 2017<br>4.2 To consider and agree that Callow Matthewman & Co, having indicated their willingness to continue, be reappointed as auditors until the conclusion of the next Annual General Meeting.<br>4.3 To consider and, if appropriate, delegate and authorise the Board of Management to fix the auditor's remuneration. | Debbie Clague, Treasurer;<br>Sue Waring, Assistant<br>Treasurer |
| 5 | <b>2017 Operational Report</b><br>To consider and adopt the 2017 Operational Report  | Juana Warburton,<br>ManxSPCA General<br>Manager                 |
| 6 | <b>2017 Veterinary Report</b><br>To consider and adopt the 2017 Veterinary Report  | Raymond Cox,<br>Practice Principal, Milan<br>Vets               |
| 7 | <b>Board of Management Election</b><br>To consider and approve the appointment of the following to the Board of Management:<br>7.1 Daren Ward (co-opted since the last AGM)<br>7.2 Sue Waring (retiring by rotation and seeking re-election)<br>7.3 Paul Halliday (retiring by rotation and seeking re-election)   | Jacqueline Street,<br>ManxSPCA Chairperson                      |

**CLOSE OF MEETING**

Please note that the 2017 AGM Minutes, 2017 Accounts, 2017 Operations Report, 2017 Veterinary Report, and details of persons newly nominated as Board Members are available on the ManxSPCA's website – [www.manxspca.com](http://www.manxspca.com) in the 'What we do' section. Hard copies are available upon request by calling 851672.

Paul Halliday, Company Secretary, 8th June 2018



## 2018 Annual General Meeting - 9 July 2018

### Agenda Item 3.2 - Future AGM Minutes

**Presented by:** Paul Halliday, Company Secretary

#### Background - Why Change is Needed

Following each Annual General Meeting it has become the practice of the ManxSPCA (the Society) to delay approval and publication of the Minutes until the papers for the next following AGM are circulated.

Legally, the approved minutes of Board and General Meetings are proof of proceedings and, most particularly, of resolutions passed. Waiting for 12 months before giving such approval delays legal certainty surrounding such resolutions. To avoid such uncertainty the vast majority of companies approve the minutes of General Meetings, be they Annual or Extraordinary, at the next practical Board Meeting having obtained the prior agreement of the person who chaired the meeting concerned.

In extreme circumstances this could lead to the Board working to a resolution it thought approved only to have the misunderstanding corrected a year later when it is too late to correct the action. It is far more sensible, and is the approach adopted by most companies, to carry out the formal review and approval process at the earliest opportunity thereby minimising the risk of such a mistake.

#### The Change to be Implemented

In future the Board will, in liaison with the person who chaired the relevant meeting, approve the minutes of all General Meetings, Annual and Extraordinary, at the earliest practical opportunity. These approved minutes will then be published on the Society's website and will be made available to those Members who call at Ard Jerkyl or telephone us for a copy. At the next following General Meeting such minutes will be presented for formal adoption.

This improved procedure will be adopted for the Minutes of all General Meetings commencing with the Minutes of this General Meeting.

#### Approval of this Change

This change is being implemented at the instigation of, and with the approval of, the Board of Management. It falls within the responsibilities imposed on the Board in Article 37 of the Society's Articles of Association and is fully aligned with the Companies Acts 1931 et seq.. Consequently no further approval is required. However, the Board felt it important that the members should be made aware of this forthcoming change in procedure.