

December 2012

BEES UNITED AGM

12 noon on 19th January 2013 at The Hive, Brentford Football Club.

Notice is hereby given that the 12th Annual General Meeting of Brentford Football Community Society Limited will be held at The Hive, Brentford Football Club on Saturday 19th January 2013 at noon for the following purposes:

1. Chairman's Welcome and confirmation of minutes of the 11th Annual General Meeting
2. Chairman's Report to members
3. Society Board Elections.

As RESOLUTIONS

4. To receive and adopt the Society's Annual Report and Accounts together with the auditor's report thereon for the year ending 31st May 2012
5. To modify the Society's Rules to accommodate the following
"The members shall vote annually, as allowed by the Deregulation (Industrial and Provident Societies) Order 1996, at the Annual General Meeting, to have when necessary in law, or where the membership requires, an audit carried out by a registered auditor, or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such exist.

"If a full audit or a report is required, a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968 or section 36 of the Friendly Societies Act 1974, shall be appointed. The qualified or lay auditors, if so appointed, shall not be officers or servants of the society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the society.

"Lay auditors shall be chosen by the Society Board from the general membership and/or others.

"If the membership vote for unaudited accounts, the society's income/expenditure ledger shall be scrutinised by the secretary and committee members only and signed, as a true record, by the secretary and two committee members or such other number as may be required by legislation. An income/expenditure report will be prepared to present to the society's members at each Annual General Meeting".
6. (If Required) To disapply the requirement to undertake a full professional audit for the year 2012-2013
(N.B. 90% of votes must be in favour for this resolution in order for it to pass)
7. (If Required) To Reappoint Levy & Partners as Auditors of the Society

Following the formal AGM agenda, there will be a question and answer session allowing BU members to put questions to the BU Board.

Accounts and Minutes

Copies of the 10th AGM minutes and audited 2012 accounts will be available at the AGM and will also be posted on the BU website as soon as available.

Proxy Voting

If you are unable to attend then please use the proxy form enclosed. Please note that the form must be returned by the date stated on the same form.

Explanatory Notes on Agenda Items 5, 6 and 7

Agenda items 5 and 6 allows the Society to not perform a full professional audit on its accounts. This cost in excess of £4,500 in the previous financial year.

Bees United is a Industrial and Provident Society (IPS) and therefore regulated by the Financial Services Authority (FSA). The requirements for auditing the accounts of an IPS are as follows:

Societies which require a full professional audit by a qualified auditor

A full professional audit by a qualified auditor is always required by societies which in the preceding year of account had a turnover in excess of £5,600,000 or total assets in excess of £2,800,000.

A society with one or more subsidiaries (whether those subsidiaries are companies or societies);

Societies eligible to substitute an accountant's report for a full professional audit.

Societies are eligible to substitute an accountant's report for a full professional audit only if all of the following criteria are met:

- the society's rules allow it to disapply the requirement to undertake a full audit. If the rules only permit the society to conduct a full professional audit, then the appropriate rule amendments must first be registered with the FSA;
- the society's membership has passed at a general meeting a resolution allowing the society to disapply the requirement to undertake a full professional audit for the year of account in question;
- in the preceding year of account its turnover exceeded £90,000 but did not exceed £5,600,000 (£250,000 if charitable) and its total assets were below £2,800,000;

Less onerous than a full audit, the accountant's report must state whether, in the opinion of the qualified auditor making the report:

- the revenue account or accounts, the other accounts (if any) to which the report relates, and the balance sheet are in agreement with the books of account kept by the society;
- on the basis of the information contained in the books of account, the revenue account etc. comply with the requirements of the Industrial and Provident Societies Act 1965 and the Friendly and Industrial and Provident Societies Act 1968; and
- the financial criteria allowing the production of a report instead of a full audit have been met.

Societies eligible to forward unaudited accounts

A society may produce unaudited accounts only if all of the following criteria are met:

- the society's rules allow it to disapply the requirement to undertake a full professional audit. If the rules only permit the society to conduct a full professional audit, then the appropriate rule amendments must first be registered with the FSA; and
- the society's membership has passed at a general meeting a resolution allowing the society to disapply the requirement to undertake a full professional audit for the year of account in question; and
- in the preceding year of account its turnover did not exceed £90,000 and its total assets are below £2,800,000

Where the relevant conditions are met, and the society produces unaudited accounts, the revenue account(s) and balance sheet must still be signed by the secretary and two committee members of the society acting on behalf of the society's committee.

Previously our ownership of the Football Club (and other related companies) required BU to have a full professional audit because these companies were legally subsidiaries of BU. Further, our assets (that included the Football Club) were above the relevant threshold.

Now that the Football Club and other subsidiary companies have been sold to Matthew Benham, the Society is in a position to dispense with the requirement of a full professional audit. However, our Rules currently mandate that the Society must have a full professional audit. Agenda item 5 is dispensing with the set of Rules that require an audit replacing them with the text in the agenda item. The relevant part of the current Rules reads:

82. The Society Board will in respect of each year of account:
 - a. cause to be prepared a revenue account or revenue accounts which:
 - i. singly or together deal with the affairs of the Society and any subsidiary company or society as a whole for that year; and
 - ii. give a true and fair view of the income and expenditure of the Society and any subsidiary company or society for that year;

b. cause to be prepared a balance sheet giving at that date a true and fair view of the state of the affairs of the Society and any subsidiary company or society.

83. The Society Board is to lay a revenue account and balance sheet duly audited and signed by the auditor and incorporating the report of the auditor thereon before each annual general meeting, accompanied by a report by the Society Board on the position of the affairs of the Society and any subsidiary or holding company or society signed by the chair of the Society Board meeting at which the report is adopted.

84. The Society Board is not to cause to be published any balance sheet unless it has previously been audited by the auditor and it incorporates a report by the auditor that it gives a true and fair view of the income and expenditure, or the state of the affairs of the Society, as the case may be. Every revenue account and balance sheet published is to be signed by the Secretary and by two Society Board members acting on behalf of the Society Board.

85. A qualified auditor must be appointed to audit the Society's accounts and a balance sheet for each financial year. In this rule "qualified auditor" means a person who is a qualified auditor under Section 7 of the Friendly and Industrial and Provident Societies Act 1968 and Section 25 of the Companies Act 1989

86. The auditor shall, in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968, make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year in question.

87. None of the following persons is to be appointed as auditor of the Society:

- a. an officer or servant of the Society; or
- b. a person who is a partner or close relative of or in the employment of or who employs an officer or servant of the Society.

88. Save as provided in this Rule every appointment of an auditor is to be made by resolution of a general meeting of the Society. The exceptions are:

- a. the first appointment of an auditor is to be made within three months of the registration of the Society and is to be made by the Society Board if no general meeting of the Society is held within that time.
- b. The Society Board may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.

89. An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Society Board) is to be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing them has been passed) unless:

- a. a resolution has been passed at a general meeting of the Society appointing somebody instead of them or providing expressly that they are not to be re-appointed; or
- b. they have given to the Society notice in writing of their unwillingness to be re-appointed; or
- c. they are not permitted by these Rules to be the auditor; or
- d. they have ceased to act as auditor of the Society by reason of incapacity;
- e. proper notice of an intended resolution to appoint another person in their place has been given but the resolution cannot be proceeded with because of the death or incapacity of that other person.

If Agenda Item 5 is passed then Members will be asked to vote on Agenda Item 6. If Agenda Item 6 is not passed then Members will be asked to vote on Agenda Item 7.

Agenda Item 6

In order to take advantage of the option to dispense with the requirement to have a full professional audit, a resolution must be passed at a general meeting. In order to pass the vote must meet the following requirement:

- less than 20% of the total votes cast are cast against the resolution; and
- less than 10% of the members of the society for the time being entitled under the society's rules to vote cast their votes against the resolution.

If the vote is not carried, the society must have a full professional audit.

It should be noted that the assent of the membership is for one year of account only. A vote must be held in each year of account that a society wishes to disapply the full audit requirement.

Agenda Item 7

This item is only required if EITHER items 5 or 6 are not carried.

BEES UNITED – ANNUAL GENERAL MEETING

PROXY FORM.

IMembership No wish to appoint

* the Chairman of the meeting .../.....

as my proxy to vote for me on my behalf at the 12th AGM to be held in January 2013 and at any adjournment thereof.

Please indicate below how you wish your votes to be cast; otherwise, the proxy will abstain or vote at his/her discretion.

**if you wish to appoint your own proxy then please delete “the Chairman” and insert the name of your proxy*

Resolutions	For	Against
To adopt the Society’s Accounts	<input type="checkbox"/>	<input type="checkbox"/>
To modify the Rules so as to remove the automatic requirement for an annual audit (as detailed above)	<input type="checkbox"/>	<input type="checkbox"/>
To have prepared a report carried out by a registered auditor for the Financial Year 2012-2013	<input type="checkbox"/>	<input type="checkbox"/>
To reappoint Levy & Partners as the Society’s auditors	<input type="checkbox"/>	<input type="checkbox"/>

.....
Members Signature

.....
Date

Please return to
Bees United,
Griffin Park,
Braemar Road,
Brentford,
Middlesex, TW8 0NT

To be valid the form must reach the above address by 7.30 pm two days prior to the AGM date.