

From: [Laura Mackain-Bremner](#)
To: [Paul Sneyd](#)
Cc: [Esther Woolford](#); pjallman2@gmail.com
Subject: RE: Minutes - AGM 15 November 2022 [CW-Legal.FID4456175]
Date: 26 June 2023 15:51:52
Attachments: [image001.jpg](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)
[image005.png](#)

Afternoon Paul,

Further to the below, I have obtained Ted's comments regarding members from outside the UK. He commented as follows:

*"1. On the application I agree with your approach. The less said, the better. Something very short on the lines of "We regret to inform you that your application has been refused. The Society understands that you are resident outside the United Kingdom and serving as a director of Hereford Herd Book International Ltd, an institution which the Society has sought to undermine its work. The Council has therefore determined that allowing you to join would be derogatory to the Society's character and/or prejudicial to its interests."
2. In order to ban non-UK residents from membership, I reckon you would need an amendment to the articles of association, not just the membership rules. Clause 4 of the AOA is quite open in terms of who can be a candidate. Clause 14 (which refers to "each Member resident in the United Kingdom") implies you can have members who aren't resident in the UK. So it is safest to look at doing this by amending the AOA, if that is what is desired."*

I have had a quick look at your amended Articles and whilst the rules about who can be a member are still quite wide, I cannot see the same reference to residence in the UK. In any event the Articles are not yet adopted and it is sufficient to refuse the application on the basis of the connection with HHBI.

Please let me know if you would like to discuss this further. Please note, however, I am on holiday from close of business on Thursday returning on 20 July 2023.

Kind regards
Laura

Laura Mackain-Bremner (She/Her/Hers)

Partner

t: [0345 209 1549](tel:03452091549)

m: [0770 290 9565](tel:07702909565)

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From: Laura Mackain-Bremner <Laura.Mackain-Bremner@clarkewillmott.com>

Sent: Wednesday, June 14, 2023 3:51 PM

To: Paul Sneyd <Paul.Sneyd@herefordcattle.org>

Cc: Esther Woolford <Esther.Woolford@clarkewillmott.com>; pjallman2@gmail.com

Subject: RE: Minutes - AGM 15 November 2022 [CW-Legal.FID4456175]

Afternoon Paul,

Apologies for the slight delay, I hope the rest of the Cornwall show was good.

In terms of Mr Hall's email; the only requirement in the Articles is that *"The Minutes of General Meetings of the Society shall be open to inspection of the Members at all reasonable times"*. As such, they are entitled to request them as Mr Hall has but there does not appear to be any requirement that they are actually circulated. Further there is no requirement for them to be available in a particular timescale. I would simply respond to say there is no requirement for you to circulate the minutes but that you will do so once they

have been signed off by the Council.

In terms of your query last week, regarding members from outside of the UK; rule 56 of the Society's rules sets out that:

"Under the provision of the articles of association, the council may remove any member whose conduct shall be, in its opinion, derogatory to the character or prejudicial to the interests of the society or who does not conform to the rules, regulations and bye-laws".

Further all members of the HCS, as a charity, owe it a fiduciary duty to act with 'single-minded loyalty' towards its objects.

In light of the above, it would be easy for us to refuse membership on the basis of the connection with HHBI, rather than location. I am happy to put together some brief wording for you if this would assist. I note that the HHBI website is still down but the company remains on Companies House.

I will also email Ted today to see whether he would have any concerns about changing the Societies' rules to exclude those who are outside of the UK.

Kind regards
Laura

Laura Mackain-Bremner (She/Her/Hers)

Partner

t: [0345 209 1549](tel:03452091549)

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From: Paul Sneyd <Paul.Sneyd@herefordcattle.org>

Sent: Monday, June 12, 2023 3:03 PM

To: Laura Mackain-Bremner <Laura.Mackain-Bremner@clarkewillmott.com>

Cc: Esther Woolford <Esther.Woolford@clarkewillmott.com>; pjallman2@gmail.com

Subject: FW: Minutes - AGM 15 November 2022

**** This is an external email, please forward any concern with it to '!Information Security Incident' ****

Hi Laura,

Great to see Esther and you on Friday.

Once I have a final copy of the articles I will forward onto you. On a separate matter Peter Hellen Hall is chasing me for the minutes of our AGM back in November which obviously he attended and fielded questions. He has seen them but is chasing me to send out to the whole of the membership. These are not officially signed off until our next AGM in November.

How do you think I should reply please?

Kind regards,

Paul

From: Peter Hellen Hall [<mailto:cotmore1@bigpond.net.au>]

Sent: 12 June 2023 12:21

To: Paul Sneyd <Paul.Sneyd@herefordcattle.org>

Subject: RE: Minutes - AGM 15 November 2022

Hi Paul

I refer you to the email trail below. February was long time ago. Please advise when the HCS is going to circulate the 2021/22 AGM Minutes? I respectfully draw your attention to best practice which is that AGM minutes are circulated to Members within weeks not several months by which time they have forgotten the detail of the meeting.

Kins regards

Peter Hall

From: Paul Sneyd <Paul.Sneyd@herefordcattle.org>

Sent: Thursday, 19 January 2023 8:21 PM

To: Peter Hellen Hall <cotmore1@bigpond.net.au>

Subject: RE: Minutes - AGM 15 November 2022

Dear Peter,

I have not decided when this will occur but it will not be before the February council meeting which is on Tuesday 14 February.

Kind regards,

Paul

From: Peter Hellen Hall [<mailto:cotmore1@bigpond.net.au>]

Sent: 19 January 2023 09:59

To: Paul Sneyd <Paul.Sneyd@herefordcattle.org>

Subject: RE: Minutes - AGM 15 November 2022

Hi Paul.

Please advise when the minutes will be circulated to Members?

Kind regards

Peter Hall

From: Paul Sneyd <Paul.Sneyd@herefordcattle.org>

Sent: Thursday, 19 January 2023 6:23 PM

To: Peter Hellen Hall <cotmore1@bigpond.net.au>

Subject: RE: Minutes - AGM 15 November 2022

Dear Peter,

Many thanks for your email. We will make the necessary changes.

Kind regards,

Paul

From: Peter Hellen Hall [<mailto:cotmore1@bigpond.net.au>]

Sent: 18 January 2023 13:25

To: Paul Sneyd <Paul.Sneyd@herefordcattle.org>

Subject: RE: Minutes - AGM 15 November 2022

Hi Paul

My apologies. I omitted adding that you have not recorded the names of Members and ALL other people present at the meeting. Good governance requires an "in attendance" list in the minutes.

Kind regards

Peter Hall

Hi Paul

Thank you for a copy of the draft minutes.

However, they do not correctly record the discussion at the meeting. Accordingly, I request please that they are corrected and the correct record forwarded to me.

1. Page 4, Lines 9 &10 –

"Peter Hellen Hall asked why the Society is against the genetic test to identify the relation to North American ancestors".

Clearly this Minute is incomplete as it provides no context for the reader and incorrectly asserts that the North American derived animal is the ancestor to "something" that is not specified. Any Members reading these minutes is not provided with sufficient information to determine that the question relates to the genetic test that differentiates between the Hereford and its north American derived distant relation.

The minutes of the AGM are required to faithfully record / accurately reflect the question I asked. My question to the meeting was words to the effect:

"Why is the Society so resistant to the introduction of a cheap and simple genetic test (the HOP test) to differentiate the Hereford from the distantly related North American derived animal "

2. Page 4 Line 14:

"derivers"

The use of this word is at best confusing and does not clearly describe the fundamental point of my question. In this regard I refer you to the words I used in (1) above and request that that context be used.

The minutes of the AGM are required to faithfully record / accurately reflect the question I asked. My question to the meeting was words to the effect:

“Why is the Society so resistant to the introduction of a cheap and simple genetic test (the HOP test) to differentiate the Hereford from the distantly related North American derived animal “

3. Question 3.

The minutes of the AGM are required to faithfully record / accurately reflect the questions I asked. The Minutes do not report that I **REPEATEDLY** asked the question to the Directors and the Auditors, and the Directors and Auditor **REPEATEDLY** avoided answering / failed to answer the question. The question was words to the effect:

“What is the Board going to report to Company’s House and the Charities Commission, as the reasons why the Annual Reports to the Company’s House and the Charities Commission have been significantly incorrect / inaccurate for several years in that they have failed to correctly inform Company’s House and the Charities Commission who the Directors and Trustees of the Hereford Cattle Society were / are for several years.

In addition.

While AGM Minutes obviously remain draft until they are adopted at the next AGM, time / currency is of the essence and the broader membership of the Hereford Cattle Society are entitled to receive up to date / current information about their Society. Minutes that are one year old are of little value to the Charity membership. Please advise when the full Membership of the Hereford Cattle Society can individually expect to receive their copy of the corrected draft minutes.

Kind regards
Peter Hall
Cotmore Herefords

From: Paul Sneyd <Paul.Sneyd@herefordcattle.org>
Sent: Tuesday, 10 January 2023 7:54 PM
To: PD & HM Hall <cotmore1@bigpond.net.au>
Subject: Minutes - AGM 15 November 2022

Dear Peter,

I hope you are well? Happy New Year.

Please see attached a copy of the minutes for the AGM on 15 November 2022.

Kind regards,

Paul Sneyd
Director of operations



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07811 748079



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