**NORTH OF ENGLAND ZOOLOGICAL SOCIETY LIMITED**

**DRAFT MINUTES OF THE 85th ANNUAL GENERAL MEETING**

**HELD ON TUESDAY 25 JUNE 2019**

**Lecture Hall, 8:55pm**

**Present:** Mr Bruce Ursell (Chair)

120 members were present

1. **Chairman’s Introduction**

The Chairman welcomed members to the 85th Annual General Meeting of the Society. As there were more than 20 members present, the meeting was quorate.

2. **Apologies for Absence**

 The Company Secretary noted that seven apologies for absence had been received.

3. **Minutes of the 84th Annual General Meeting (held on 26 June 2018)**

The Chairman asked if there were any objections to, or issues with the Minutes which had been available on the Society’s website. No issues were raised and the Minutes of the previous AGM were therefore approved.

4. **Special Resolutions**

Mr Ursell noted that two amendments to the Society’s articles are proposed. The first, as set out at Item 4.1 on the Agenda, was to amend Article 10.3. Mr Ursell read out the proposed amendments, which he noted was to correct a typographical error and asked for votes in favour of the resolution.

 All members attending the meeting voted in favour and in addition, the Chairman held 1,152 proxy votes in favour of the resolution. There were 9 proxy votes against the resolution and 17 proxy votes directing that the Chairman abstain. In consequence, there were 1,272 votes in favour of the resolution and it was therefore duly approved.

 The Chairman then read out the proposed amendment to Article 12.2 (c) (i) at Item 4.2 of the Agenda. He noted that the reason for this proposed amendment was both to reflect the increasing number of members of the Society since the articles were drafted and to avoid the prospect, in so far as possible, of pressure groups nominating Directors which would be easier if only 7 member nominations had to be achieved than the proposed amended figure of 50.

 Mr Ursell noted that a letter had been received from one member in attendance tonight, Mr Nicholas Wilson, who wished to propose that the figure of 50 be amended to 20. Mr Ursell noted that, by reason of the provisions of the Companies’ Act, it was not possible for this amendment to be put to the meeting. However, he invited Mr Wilson to speak to set out his reasons.

 Mr Wilson then explained his background and why he believed that this resolution should not be passed in its current form. His basic objection was that it would be very difficult for an ordinary member to get 50 members to sign a nomination and, as such, he felt it gave the Board too much control over the nomination of future Trustees.

 Another member commented that he did not consider it would be that difficult for someone to obtain 50 member signatures if they were really committed to seeking to disrupt the Society’s operations.

 A number of members expressed the view that they did not understand what they were being asked to vote on. The Company Secretary therefore explained that the proposal was to amend the provision of the articles that dealt with how members could be appointed to the Board of Trustees other than being recommended by the existing Board. He explained that if one of the members present wanted to stand for the Board then as currently drafted, they would need another 7 members to support their nomination. Moving forward, if the proposed amendment was approved, that number would increase to 50. The reason that this increase is proposed is that because when the Society’s articles were drafted there were 29,000 members. There are now 124,000 members so it is appropriate that the figure should increase in line with the increased membership. The second reason is because it would make it more difficult for pressure groups to become members of the Society and infiltrate the Board through this route. The Company Secretary asked if members now understood the resolution and there was agreement that they did.

 Mr Ursell then called for a vote on this resolution. 106 of the members present voted in favour of it. In addition, there were 1,128 proxy votes in favour of the resolution giving a total number of votes in favour of the resolution of 1,234. 6 members present voted against the resolution and there were 14 proxy votes against the resolution giving a total of 20 votes against. 8 members present abstained and there were 36 directions to abstain by way of proxy giving a total number of 44 abstentions. The resolution was, therefore, duly approved, the requisite majority having voted in favour of it.

5. **Trustees Retiring at this Meeting**

Mr Ursell noted that Professor Russell Newton was retiring as an Elected Trustee at this meeting and thanked him for his work on the Board.

6. **Announcement of Names of Members Recommended by the Board of Trustees for Election**

 **as Trustees of the Society**

Mr Ursell confirmed that Professor David McDonald, who had already been serving as a Co-Opted Trustee, was proposed for election along with Mr Lee Rawlinson who was present at the meeting. Mr Ursell noted that the biographies of both Prof. McDonald and Mr Rawlinson had been circulated with the AGM paperwork.

7. **Election of Trustees**

Mr Ursell called for a vote in relation to the proposal that Professor David McDonald be elected as a Trustee of the Society. 118 members present voted in favour. In addition, there were 1,153 proxy votes in favour giving a total number of votes in favour of 1,271. There were 2 votes against Professor McDonald from those present at the meeting together with 16 proxy votes against giving a total number of votes against of 18. There were 2 abstentions from the members present together with nine proxy abstentions giving a total number of eleven abstentions. The resolution to appoint Professor McDonald was duly passed, the requisite majority having voted in favour.

 Mr Ursell then called for a vote in relation to the proposed appointment of Mr Rawlinson as a Trustee of the Society.

 16 members present voted in favour of Mr Rawlinson’s appointment together with 1,110 proxy votes in favour giving a total number of votes in favour of Mr Rawlinson’s appointment of 1,226.

 No members present voted against Mr Rawlinson and there were 51 proxy votes against his appointment giving a total number of votes against of 51. There were 4 abstentions from members present at the meeting together with 17 proxy abstentions giving a total number of abstentions of 21. The resolution to appoint Mr Rawlinson was therefore duly passed, the requisite majority having voted in favour of the resolution.

8. **Announcement of Names of Other Members offering themselves for Election as Trustees and duly proposed under Article 12.2 (c)**

The Company Secretary confirmed that there were no such nominations.

9. **Presentation of the Annual Report for the year 31 December 2018**

The Chairman invited questions and comments in relation to the Annual Report. None were raised.

10. **Appointment of Auditors**

The Chairman noted that since the AGM Agenda had been sent out, the proposed Auditors, Price Waterhouse Coopers had confirmed that there would be a substantial increase in their audit fee which the Society did not regard as an appropriate increase. In consequence, an exercise was being undertaken to identify an alternative Auditor. This being the case, the Chairman noted that the resolution on the Agenda to appoint Auditors was duly withdrawn. No vote on this resolution therefore took place.

 The Company Secretary explained, in response to a question from a member as to how the Auditors would therefore be appointed once a decision had been made as to who it should be, that the Companies’ Act permitted the Directors to make an appointment to fill a casual vacancy of the Auditors which would happen at the September Board Meeting. There would then be a resolution for appointment at the next AGM.

11. **Announcement of Results of any Poll**

There having been no Poll, there was no announcement to make.

12. **Any Other Business**

The Chairman asked if anyone had any other matters to raise. One member raised the point that some members had not received notice of the meeting. It was noted that there had been an issue with provision of the details of life-members to the organisation who had arranged the mailing of the AGM paperwork. The Chairman apologised for this and the Chief Executive confirmed that steps would be taken to ensure that it did not happen again.

 There being no further business, the meeting closed at 9:22pm.