

THE NORTH OF ENGLAND ZOOLOGICAL SOCIETY

DRAFT MINUTES OF THE 88TH ANNUAL GENERAL MEETING HELD ON FRIDAY, 9 JUNE 2022

At the Lecture Theatre, Caughall Road, Upton, Chester
at 18:30Hrs

Present: Mr Malcolm Ardron (Chair and Member), 24 Members and Mr Clarke (Company Secretary and Member)

The formal AGM was preceded by a video presentation delivered by the Executive Team with an update on Zoo activities over the preceding year and looking forward to coming years.

1.	<p><u>Chairman's Introduction</u></p> <p>The Chairman welcomed Members to the 88th Annual General Meeting of the Society. As there were more than 20 Members present the meeting was quorate.</p> <p>The Company Secretary confirmed that as Members had taken the time to register proxy votes in advance of the meeting all votes tonight would be treated as poll votes so that those proxy votes could be counted</p>
2.	<p><u>Apologies for Absence</u></p> <p>The Company Secretary noted that five apologies for absence had been received.</p>
3.	<p><u>Minutes of the 87th Annual General Meeting held on 27 May 2021</u></p> <p>The Company Secretary noted that the Minutes had been available for review on the Zoo website and confirmed that they would be signed by the Chairman of the Meeting</p>
4.	<p><u>Trustees Retiring at this Meeting</u></p> <p>The Company Secretary confirmed that Mrs Sandra Donnelly, Mr Bruce Ursell, and Professor Richard Griffiths were retiring as elected Trustees at this meeting. The Company Secretary noted that Professor Richard Griffiths had been co-opted by the Board of Trustees in accordance with the Articles to remain as a Trustee and to continue as Chair of the Ethical Review Committee.</p> <p>The Company Secretary noted that one of the retiring Trustees was Mr Ursell who had been the former Chairman of the Society and expressed his thanks to Mr Ursell for all his work as Chairman and as Trustee prior to his time as Chair.</p>
5.	<p><u>Announcement of Names of Members Recommended by the Board of Trustees for Election as Trustees of the Society</u></p> <p>The Company Secretary confirmed that Mr Brandon Leigh, Dr Rhys Green, and Mr David Wootton were all recommended for election as Trustees at this meeting.</p>
6.	<p><u>Election of Trustees – Ordinary Resolutions</u></p> <p>The Company Secretary asked for votes from the floor in respect of the resolution to appoint Mr Brandon Leigh. There were 24 votes in favour from the floor with one abstention and one Member offering no vote. In terms of proxy votes there were 830 votes in favour including votes where the Chair had been given discretion as to how to vote, that discretion being exercised to vote in favour of the appointment with 52 votes against and 74 withheld votes.</p> <p>The Company Secretary therefore declared that Mr Leigh was duly elected.</p> <p>The Company Secretary asked for votes from the floor in relation to the proposed</p>

	<p>appointment of Dr Rhys Green. There were 24 votes in favour with one abstention and one Member offering no vote. There were 893 proxy votes in favour including discretionary votes in favour of the Chairman with the discretion being exercised in favour of the Resolution and 17 votes against with 46 withheld votes. The Company Secretary therefore declared that Ordinary Resolution was passed and that Dr Green was duly elected as a Trustee of the Society.</p> <p>The Company Secretary then called for votes from the floor in relation to the proposed appointment of Mr David Wootton. 24 Members voted in favour, one Member abstained and one Member offered no vote. There were 780 proxy votes in favour of the appointment of Mr Wootton including 117 discretionary votes in favour of the Chair with the discretion being exercised in favour of the Resolution. There were 83 votes against and 93 withheld votes. The Company Secretary declared this Resolution duly passed and that Mr Wootton was therefore elected as a Trustee of the Society.</p>
7.	<p><u>Announcement of Names of Other Members offering themselves for Election as Trustees and duly proposed under Article 12.2(c)</u></p> <p>The Company Secretary confirmed that there were no such Members.</p>
8.	<p><u>Special Resolutions</u></p> <p>The Company Secretary noted that there was a proposed amendment to the Society's Articles of Association as follows:</p> <p>That a new Article 5.5 be added as follows:</p> <p>"The Society may send or supply documents or information required to be provided under the Articles or by the Act, including but not limited to notices, accounts, financial statements or annual reports, to Members by making the documents or information available on a website in accordance with Schedule 5 of Section 1144 of the Companies Act 2006."</p> <p>The Company Secretary noted that the Trustees considered this a sensible amendment to allow more flexibility in terms of communication with Members moving forward and to reduce the administrative burden, cost, and environmental impact of more traditional means of communication.</p> <p>The Company Secretary called for a vote on this Resolution. Votes from the floor were 25 votes in favour with one Member offering no vote. The Company secretary confirmed that there were 879 proxy votes in favour including 107 discretionary votes which were exercised in favour of the Resolution and with 20 votes against and 57 withheld votes. The Company Secretary therefore confirmed that over 75% of the votes cast had been cast in favour of the Resolution being granted and as such the Resolution was duly passed.</p>
9.	<p><u>Presentation of the Annual Report for the year to 31 December 2021</u></p> <p>The Company Secretary noted that the Annual Report including the Financial Statements had been circulated with the Notice of Meeting and so was duly presented.</p>
10.	<p><u>Appointment of Auditors</u></p> <p>The Company Secretary noted that it was proposed that Grant Thornton LLP be appointed as Auditor to hold office until the conclusion of the next Annual General Meeting and that Trustees should fix their remuneration. The Company Secretary asked for votes from the floor and 25 Members present voted in favour with one Member offering no vote.</p> <p>The Company Secretary confirmed that 883 proxy votes had been cast in favour of the Resolution including 94 discretionary votes exercised in favour of the Resolution with 25 votes against and 48 votes withheld so the Company Secretary declared the Resolution duly passed.</p>

11.	<u>Announcement of the Results of Polls</u> The Company Secretary referred to the preceding details of the poll votes in relation to each of the specified Resolutions
12.	<u>Any Other Business</u> Mr Wilson raised the question as to whether the meeting was legally convened and raised questions as to the attitudes of local residents in relation to proposed developments and the Society's land use generally. The Company Secretary noted that the meeting was validly called. He confirmed that only 14 clear days' notice was required by way of notice not 21 days. 21 days was required for public companies but he Society is not a public company. Mr Christon confirmed the extent of the Zoo's land holdings and the proportion of it that was actually occupied by the Zoo itself. He also confirmed that there was regular consultation with local residents and issues had not been raised as far as he was aware in relation to the proposed overnight stays development. Another Member then raised the issue of the attendance at the meeting being poor and the election of Trustees being a fait accompli rather than a true election. Mr Christon responded that attendance has always been poor even pre-pandemic and most people attended even then for the Annual Review preceding the formal AGM with an exodus occurring before the actual AGM took place. He noted that this year because the Annual Report had been produced in the form of a video it actually made it more accessible to Members in his view. There being no further business, the meeting closed at 19:30