

# THE NORTH OF ENGLAND ZOOLOGICAL SOCIETY LTD

## DRAFT MINUTES OF THE 91<sup>st</sup> ANNUAL GENERAL MEETING HELD BY ZOOM CALL ONLY ON THURSDAY, 05 JUNE 2025 AT 6.00PM

Present: 46 Members including Mr Ardron (Chair and Member) and Mr Clarke (Company Secretary and Member).

The formal AGM was preceded by a video presentation introduced by Mr Christon, CEO. Pre-submitted questions were then answered by Mr Christon and Mrs Carnie, Corporate Director.

1.	<b><u>Chairman's Introduction</u></b>
	The Chairman welcomed Members to the 91 <sup>st</sup> Annual General Meeting of the Society. As there were more than 20 Members present the meeting was quorate.
2.	<b><u>Apologies for Absence</u></b>
	The Company Secretary confirmed that no apologies for absence had been received.
3.	<b><u>Minutes of the 90<sup>th</sup> Annual General Meeting held on 20 June 2024</u></b>
	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. The Company Secretary then confirmed that all votes tonight would take place by way of poll so that the proxy votes submitted in advance would be counted. The results of all votes would be announced at the end of the meeting once the votes had been collated.
4.	<b><u>Amendment to Articles of Association</u></b>
	The Company Secretary noted that the following amendment to the Society's Articles of Association were proposed by way of Special Resolution.

	<p>That the definition of a Vice Chairmen in Article 1.1 be amended so that it reads as follows:</p> <p><i>“Deputy Chairman the person appointed as such by the Trustees in accordance with Article 10.2”.</i></p> <p>The Company Secretary noted that previous amendments had resulted in the term “Deputy Chairman” being used throughout the Articles but this had not been reflected in the definitions clause and so the amendment proposed was to correct that so that the terminology used throughout the Articles was consistent. The Company Secretary further confirmed that the references in Article 13.3 to “Vice Chairman/Chairmen” would remain because that referred to the position as it was under previous versions of the Article and that was the definition used at the relevant time.</p> <p>The Company Secretary then asked that votes be cast in relation to the proposed resolution.</p>
5.	<p><b><u>Trustees Retiring at this Meeting</u></b></p> <p>The Company Secretary noted that Professor David MacDonald was retiring at this meeting. Mr Ardron thanked Professor MacDonald for all his work during his period as a Trustee which had been hugely valuable and appreciated.</p>
6.	<p><b><u>Announcement of Names of Members recommended by the Board of Trustees for election as Trustees of the Society</u></b></p>
	<p>The Company Secretary confirmed that Dr Vikas Shah and Dr Gareth Thomas were proposed for election. He confirmed that both were currently serving as co-opted Trustees.</p>
7.	<p><b><u>Election of Trustees – Ordinary Resolutions</u></b></p>

	<p>The Company Secretary asked Members to vote on the proposed resolution to appoint Dr Vikas Shah as an elected Trustee. Votes were then cast.</p> <p>The Company Secretary then asked Members to vote in relation to the proposed election of Dr Gareth Thomas. Votes were then cast.</p>
8.	<p><b><u>Announcement of Names of Other Members offering themselves for election as Trustees and duly proposed under Article 12.2(c)</u></b></p>
	<p>The Company Secretary confirmed that there were no such Members.</p>
9.	<p><b><u>Presentation of Annual Report and Financial Statements for the year 31 December 2024</u></b></p>
	<p>The Company Secretary noted that the Annual Report including Financial Statements had been circulated with the Notice of this Meeting and so was duly presented.</p>
10.	<p><b><u>Appointment of Auditors – Ordinary Resolution</u></b></p>
	<p>The Company Secretary noted that it was proposed, by way of Ordinary Resolution, that Grant Thornton LLP be appointed as auditor to hold office until the conclusion of the next Annual General Meeting and that the Trustees should fix their remuneration.</p> <p>The Company Secretary then invited Members to cast their votes. Votes were then cast.</p>
11.	<p><b><u>Announcement of the Result of Polls</u></b></p>
	<p>The Company Secretary confirmed as follows:</p> <ul style="list-style-type: none"> <li>In relation to the Special Resolution at Agenda Item 4 for the amendment of the Articles, there had been a total of 293 votes cast with 279 votes in favour, 9 votes against and 5 votes withheld. The Company Secretary announced that</li> </ul>

	<p>this represented 96.9% of the votes cast being in favour of the Resolution and that this Resolution was duly passed.</p> <ul style="list-style-type: none"> <li>• In relation to Agenda Item 7.1, the proposed election of Dr Vikas Shah as an elected Trustee of the Society, the Company Secretary reported that there had been a total of 293 votes cast of which 262 were in favour, 27 were against with 4 withheld votes. The Company Secretary confirmed that the votes in favour represented 90.7% of the total votes cast and that therefore the Resolution to elect Dr Vikas Shah was duly passed.</li> <li>• In relation to Agenda Item 7.2, the proposed election of Dr Gareth Thomas as an elected Trustee of the Society, the Company Secretary confirmed that a total of 293 votes had been cast of which 287 were in favour, 4 were against and 2 votes were withheld. The Company Secretary confirmed that the votes in favour represented 98.6% of the total votes cast. The Company Secretary therefore confirmed that the Resolution to elect Dr Gareth Thomas was duly passed.</li> <li>• In relation to Agenda Item 10, the appointment of auditors, the Company Secretary confirmed that 293 votes were cast of which 283 were in favour, 8 were against and there were 2 withheld. The votes in favour represented 97.3% of the total votes cast and as such this Ordinary Resolution was also passed.</li> </ul>
12	<b><u>Any Other Business</u></b>
	There being no further business the meeting closed at 6.32pm.