

GS1 UK Annual General Meeting

Minutes of the 39th Annual General Meeting held at the State Rooms at 30 Euston Square, London NW1 2FB on 12 November 2015 at 4.30pm.

Members Present	Represented by
Andrew Cairns	A & S Cairns
Colin Webster	Accenture
Katie Davidson	Accenture
Tony Engleman	AdvanceFirst Technologies Ltd
Nadim Warde	Agena 3000
Martin Morrison	Axicon Auto ID Limited
Eric Gimber	Barry M Cosmetics Ltd
Ed Collins	Brandbank
Bal Bhamra	Chingford Fruit Limited
David Robinson	Commerce-Connections Ltd
Steve Miller	Debenhams Retail PLC
Carl Busuttil-Reynaud	Domino UK Ltd
Lee Metters	Domino UK Ltd
Ed Palferman	GHX UK Ltd
Jane Carnegie	H.J.Heinz Foods UK Limited
John Stokes	Howarth Timber Group Ltd
Adrian Bradshaw	Ingenica Solutions Ltd
Nicola Hall	Ingenica Solutions Ltd
Jamie Garner	Itarus Limited
Terry Murphy	John Lewis Plc
Tina Hilder	La Maison des Sorbets Foods Ltd
Ian Piddock	LANSA Ltd
Bill Pugsley	Life Member - GS1 UK
Robin Kidd	Life Member - GS1 UK
Tom McGuffog	Life Member - GS1 UK
Peter Jordan	Life Member - GS1 UK
Robert West	L'Oreal UK
Neal Austin	Maybon Group
Ajay Patel	Mondelez Europe Services GmbH - UK Branch
Marcus Dunsmore	Mondelez Europe Services GmbH - UK Branch
David Hix	Nestlé UK Limited
Sarah Jordan	Nestlé UK Limited
Kathy Farndon	NHS England
Stefan Hesse	Nica Ltd

Duncan Olive	Northumbria Healthcare NHS Foundation Trust
Michael Mythen	Northumbria Healthcare NHS Foundation Trust
Steve Braisher	Pepsico
Jon Bemrose	R&R Ice Cream UK Ltd
Andrew Moffat	Redemption Brewing Company Ltd
Karen Whitworth	Sainsbury's Supermarkets Ltd
Mike Warren	Sensium Healthcare Ltd
Richard Lamb	Tesco GHS
Andrew Beale	Tesco Stores Ltd
Simon Mardle	Tesco Stores Ltd
Adam Swanson	Transalis Ltd
Michelle Soper-Dyer	Transalis Ltd
Richard Sadler	Unilever UK Limited
Carolyn Turnbull	Virtualstock Ltd

Guests

Lord Hunt	GS1 UK President
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In attendance

James Spittle	GS1 UK Chairman
Gary Lynch	GS1 UK Chief Executive
Dave Crapnell	GS1 UK Finance and IS Director & Company Secretary
Andrew Osborne	GS1 UK Chief Technical Officer
Mary Manning	GS1 UK Minutes Secretary
Alaster Purchase	GS1 UK Chief Operating Office
Harshal Gore	GS1 UK QA Director
Holly Porter	GS1 UK Chief Marketing Officer

Introduction

Mr James Spittle (GS1 UK Chairman) took the chair. He welcomed members to the 39th Annual General Meeting of GS1 UK Limited and explained that the format has changed a little this year and that he and Gary Lynch will not be presenting during the AGM. At the briefing session following the AGM, members will hear about recent activities of the organisation.

He noted that the meeting was quorate. By participating in this meeting members agreed to abide by GS1 UK's Competition Policy which had been printed in the Calling Notice.

With the consent of the members present, the notice of the meeting was taken as read.

1	To approve the minutes of the thirty-eighth Annual General Meeting held on Tuesday 11 November 2014
<p>The draft minutes of the 38th Annual General Meeting had been made available to members on the GS1 UK website.</p>	
Proposed	Peter Jordan, Life Member
Seconded	Sarah Jordan, Nestlé UK
<p>The minutes of the thirty-eighth Annual General Meeting were approved by a show of hands as a true and accurate record.</p>	
2	To receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2015
<p>The Financial Statements for the year ended 30 June 2015 had been made available on the company website and copies had been distributed at this meeting.</p> <p>Mr Crapnell presented a summary of the financial statements for the year ended 30th June 2015. He noted that 14/15 was the 1st year of our 3-year strategy and although we marginally missed two of our corporate KPIs, the company continues to make good progress and is in a sound financial position. The last 10 years has seen membership grow by 60%, though there has been a slight slowdown over the last financial year, with growth at 2.6%.</p> <p>The strong financial position has allowed the organisation to continue investing in development. Usage of our standards also continues to grow and GS1 UK remains in a healthy situation financially.</p> <p>He reported that the Supervisory Board supports and recommends the statements to the membership.</p> <p>No questions were raised.</p>	
Proposed	Kathy Farndon, NHS
Seconded	Robin Kidd, Life Member
<p>By a show of hands it was resolved that the Financial Statements for the year ended 30 June 2015 be received and adopted.</p>	
3	To re-appoint Kingston Smith LLP as auditors and to authorise the Supervisory Board to fix their remuneration
<p>The Chairman informed the meeting that Kingston Smith had confirmed their willingness to continue to act as auditors for GS1 UK.</p>	
Proposed	Peter Jordan, Life Member
Seconded	Bill Pugsley, Life Member
<p>By a show of hands, it was resolved that Kingston Smith LLP be reappointed as auditors and that the Supervisory Board be authorised to fix their remuneration.</p>	

4	To elect an Officer of the Association following the nomination for President prepared by the Supervisory Board
<p>Mr Spittle reported that Lord Philip Hunt had been an exceptionally effective President for the organisation over the past year and that he was delighted that he had agreed to stand for a further year. The Board recommends him to the membership.</p>	
Proposed	Tom McGuffog, Life Member
Seconded	David Hix, Nestlé UK
<p>By a show of hands it was resolved to re-appoint Lord Hunt as President of GS1 UK. The Chairman congratulated the candidate and thanked him for his significant contribution over the past year.</p>	
5	To re-elect the Chairman of the Association for a further terms of 3 years
<p>Mr Crapnell reported that Mr Spittle has agreed to stand for a further term of 3 years. The Supervisory Board supports his nomination. He advised that as a special resolution it requires a 75% majority.. The membership unanimously voted to re-elect Mr Spittle as chairman of the Association.</p>	
6	To elect the Non-executive Directors of the Supervisory Board
<p>Mr Spittle explained that there were two vacancies and two candidates standing for election. He reported that David Hix and Neal Austin are obliged to stand down as they are both additional directors and can only serve on the board until the AGM, when they must stand for election.</p> <p>The Supervisory Board has nominated David Hix and Neal Austin, and details of both candidates were included in the Calling Notice made available to the membership.</p> <p>Mr Spittle requested a vote on a show of hands for David Hix.</p>	
Proposed	Bill Pugsley, Life Member
Seconded	John Stokes, Howarth Timber Group Ltd
<p>By a show of hands it was resolved to appoint David Hix as a member of the Supervisory Board.</p> <p>Mr Spittle then requested a vote on a show of hands for Neal Austin.</p>	
Proposed	Adam Swanson, Transalis
Seconded	Marcus Dunsmore, Mondelez
<p>By a show of hands it was resolved to appoint Neal Austin as a member of the Supervisory Board. Mr Spittle congratulated both candidates.</p>	
7	To transact any other competent business
<p>Mr Spittle explained that at the next session members will hear from GS1 UK staff and members on the activities of the association and there will be further opportunities to ask questions. No other business was raised.</p>	
8	Date of the next Annual General Meeting and Close of Meeting
<p>The provisional date of the next Annual General Meeting is Tuesday 22nd November 2016. The meeting closed.</p> <p>Note: After the meeting, the date of the 2016 Annual General Meeting was changed to Tuesday 29th November 2016</p>	