

## Subject to approval at the 2023 AGM

### Minutes for the Eleventh AGM for Shareholders of Spaxton Community Shop Society Ltd.

Wed 11<sup>th</sup> May 2022. Held at 6-30pm in Spaxton Village Hall

**Present shareholders** We had 24 shareholders present at the very beginning of the meeting with a 25<sup>th</sup> joining us after the first motion was voted upon. See list of attendees in appendix below.

**Introduction of Speakers:** by Sarah Upfield (Chairman): Alison Goldie (Secretary), Simon Haswell (Treasurer), Charles Greenow (CPG Ltd. Accountants)

**1 Apologies and proxy vote forms** Thank you all for the many apologies that were received. The number of proxy vote forms received amounted to 20 but one form attached to an email could not be opened so 19 forms with votes were counted in. See details in appendix below.

**2. Minutes of the previous Annual General Meeting.** As sent to shareholders last July and recently put up on the shop's website.

**Motion.** *This meeting of shareholders accepts the minutes for the last AGM of 2021.*

Proposer Vernon Hughes: Seconded by Richard Lee:

Motion carried by Votes 24 in favour+16\* (proxy votes) 0 abstained.

\*Due to an oversight, this motion was not put on the proxy voting form. However we were still able to add proxy votes to this motion and so to carry this motion. The chairman had been empowered by 12 absent shareholders to vote on their behalf whilst 4 other shareholders at the meeting were also empowered to cast a proxy vote for absent shareholders.

**3. Matters arising** from the above-there were no matters arising.

**4. Chairman's Report to Shareholders.** Sarah Upfield gave her report. Please see attached. There were no questions from the floor.

### **5. Hon. Treasurer's Report, Up-to-date trading report & Presentation and Approval of Accounts**

Simon Haswell presented his report. Please see attached.

**Motion** *"This meeting of Shareholders accepts the Report & Accounts for 2021.*

Proposer Phil Ham: Seconded by Alan Cable. Motion passed with votes in favour 25 at the meeting +19proxy votes, 0 against, 0 abstain.

#### Questions from the floor:

Richard Lee asked if there was any explanation for the lower than expected sales in the first quarter of 2022. Simon Haswell replied that there are several possible explanations including that people, post-covid restrictions and fears, are now confident to return to the supermarkets more often and people are spending less in general as a response to current economic pressures. Other community shops' experience is similar to ours.

Sarah Upfield, Chairman, added that it might appear, from looking at the accounts, as though we are holding back a relatively large amount of money. She emphasised the importance of keeping a healthy reserve because of uncertain trading in the future. The profit after tax generated this year of £7,889 could well be the same amount expressed as a loss next year given untoward events. Our profits and potential losses are unpredictable in present times.

**6. Disapplication for the requirement of a formal audit of the accounts.** Charles Greenow, our accountant, explained his position as a Chartered Certified Accountant in preparing the shop's accounts and that there was no obligation for a formal audit. A formal audit would have to be done by a separate accountancy firm and be very costly.

**Motion.** *In the absence of any concerns about the health or propriety of the Society's financial affairs, the members may vote to disapply the requirement for a formal audit, thereby saving the associated professional fees.*

Proposer: Martin Brown: Seconded by Vernon Hughes: Motion passed. Votes in favour 25+18 proxy vote returns, 0 against,

**7. Membership report.** There was a very small turnover of shareholders with the total number of shareholders at the end of December 2021 remaining at 312. Alison Goldie, secretary, explained that the number of shareholders has further decreased after a updating the register and is now thought to be 295.

Question from the floor: Do shareholders leaving ask for their money back? Answer-the majority of leaving shareholders do not ask for their money back whilst a small minority do.

## 9. Election of General Management Committee Members.

Name	Proposer	Seconded by	Votes		
			For	Against	Abstain
Vivienne Cable Co-opted for a year already	Sally Llewellyn	Lucy Haswell	25+16proxy	0	0
Sonia Hulejczuk has completed 2x3year cycle on committee. Re-election.	Phil Ham	Gilly Lee	25+18proxy*	0	0
Sally Llewellyn new election	Sonia Hulejczuk	Patricia Edwards	25+16proxy	0	0
Cath Macadam returning after 2 years away	Alison Goldie	Sally Foxhall	25+16proxy	0	0
Gilly Lee - new election	Alan Cable	Leslie Richold	25+16proxy	0	0

\* More proxy votes as was named in advance on proxy vote form

**10. Other motions.** None were presented.

**11. Any other business.** Phil Ham commented that he had seen a man measuring up the shop premises and that if that person spoke to him, he could provide all measurements needed. Martin Brown identified himself as "that person".

### Special Meeting for Shareholders

25shareholders present .Proxy vote forms returned, same form as for the AGM, were 20 forms but one of these could not be opened-leaving 19forms. In total 44 voters had expressed opinions about the topic of this special meeting.

Alison Goldie, secretary, pointed out that on the present rules for our society, the number of people at the actual meeting itself was insufficient to provide a quorate according to our society's rules. This was the same problem last year. That difficulty had been resolved by our initiation of proxy voting last year and repeated this year. However, the number of proxy vote forms returned this year was 20, whilst last year it was 30. Already shareholders seem less interested in returning a proxy vote form. It is really stressful to have to always worry about whether our shareholders' meetings will be quorate or not.

Last year at a Special Members' Meeting immediately after the AGM, a motion had been proposed to reduce the percentage of shareholders required to make a meeting quorate. After discussion it was not put to the vote and an agreement made to postpone the topic for a year. A very similar motion is proposed now, but rather than decreasing the quorate percentage from 10% to 5%, a smaller decrease from 10% to 7% is proposed.

(On present shareholder numbers a decrease from 30 to 21)

There followed a number of questions and valid comments from the floor which sparked useful discussion that will be taken back to the management committee for further discussion.

1. Do we need so many shareholders, many of whom are not apparently taking any interest in the decision making of the shop? (Alex Burdett)
2. Do shareholders realise they have a responsibility for voting? Do they need to be better informed? (Jane Fletcher)
3. The shareholders have been neglected by the management committee. They are not being sent newsletters and are not being made to feel valued. (Vernon Hughes)
4. Should we offer shareholders the opportunity to stop being shareholders? (Tracy Mercer)
5. Most shareholders would not expect to get the value of their shares back .Most will have paid the money as a contribution to the community's benefit. (Ben Greenwood).

### **Motion:**

*"This meeting of shareholders proposes that the (current)requirement that the annual shareholders' meeting or any special members' meeting can only be quorate if either 5 members or 10% of the membership ,whichever is the greater, be changed to either 5 members or 7% of the membership, whichever is the greater."*

Proposer: Alison Goldie: Seconded by Ben Greenwood

**Votes in favour:** 19 –hands counted+15proxy votes\*. **Total in favour is 34** (11 absent shareholders had empowered the chairman to vote on their behalf on this matter and 4 other absent shareholders had empowered 4 separate present shareholders to vote on their behalf. See appendix below)

**Votes against:** 5 (2 people in the meeting and 3 voters on their "proxy "vote form.)

**Abstain:** 0 in room +1on proxy vote form.

Out of 44 shareholders expressing an opinion on this topic we have 34 in favour (5 against and one abstain)This is more than a 2/3<sup>rd</sup> majority in favour. According to our society's rules, the motion is carried.

The meeting closed at 7.20pm.

**Appendix:**

<b>Proxy vote forms returned and tabulated prior to the AGM 11<sup>th</sup> May 2022 meeting were 19 (20 but one of the forms returned as an email attachment could not be opened)</b>				
Motion	Topic of Motion	Votes Yes	Votes No	Abstain
A	Accepting the accounts	19	0	0
B	Disapply requirement for full audit	18	0	1
C	Re-elect Sonia H.	18	0	1
D	Nominate a proxy to vote on your behalf for any new motions arising .Chairman or other shareholder.	12 chose chairman 4 chose other shareholders who were present who in the meeting	2 against	1
E Special members' meeting	Decrease quorum requirement from 10% to 7%	15	3	1

<b>Shareholders attending the May 15<sup>th</sup> 2022 AGM followed by the Special Meeting for shareholders</b>			
Lucy Bray	Sally Foxhall	Liz Knight	Sarah Upfield
Martin Brown	Alison Goldie	Richard Lee	
Alex Burdett	Benjamin Greenwood	Gilly Lee	
Alan Cable	Philip Ham	Sally Llewellyn	
Vivienne Cable	Simon Haswell	Tracy Mercer	
Patricia Edwards	Vernon Hughes	Johan Peterson	
Simon Fletcher	Sonia Hulejczuk	Karen Perkins	
Jane Fletcher	John Knight	Leslie Richold	