



GS1 UK Annual General Meeting

Minutes of the thirty fifth Annual General Meeting held at the Grand Connaught Rooms, 61-65 Great Queen Street, London, WC2B 5DA on 8 November 2011 at 4.30pm

Members Present	Represented by
AdvanceFirst Technologies Ltd	Tony Engleman
Ashton Bentley Concepts	David Levey
Axicon Services Ltd	Bob Stevenson
Broadway Classics Ltd	Frixos Constantine and Panos Zorbas
Clavis Technology	Neil Hoey and Garry Moroney
CryoGaTT Systems Ltd	Geoffrey Morris
Dairy Day	Chadi Kassem
Deloitte MCS Ltd	Lawrence Hutter
Diageo PLC	Chris Poole
Healthlogistics.co.uk Ltd	Peter Elwin
Hero UK	John Phillips
IBM United Kingdom Ltd	Susan Davis
Ice Italy Ltd	Guido Molinari
Peter Jordan (Life Member)	
Kraft	Marcus Dunsmore
La Maison des Sorbets Foods Ltd	Christine Hilder
L'Oreal (UK) Ltd	Robert West
Mobilize	Hugh Cockwill
Natural Scenics Ltd	Danusza Kish and Michael Kish
Nestle UK Ltd	Robin Kidd
NHS Connecting for Health	Tim Kempster and Chris Wilber
Pocketmoney Travel Ltd	Douglas Barber
Premier Foods	Lisa Beattie
Procter & Gamble UK	Monique Picou
Bill Pugsley (Life member)	
Quantum Spirits Limited	Mark Mitchell
R&R Ice Cream UK Ltd	Jon Bemrose
Sainsburys Supermarkets Ltd	Mike Coupe and Rob Fraser
Sparkle Coupon Services	Mark Brighton
Staffordshire University	Guy Peters
Tesco Stores Ltd	Ed Boyns and Richard Copperthwaite
Transalis Ltd	Adam Swanson
Unilever UK Limited	Anna Lane and John Macfarlane
Vel Brands	Palanivel Kulandaivel



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In attendance	
James Spittle	GS1 UK Chairman
Stefan Hesse	Member of the Supervisory Board
Gary Lynch	GS1 UK ,Chief Executive
Dave Crapnell	GS1 UK, Finance and IS Director
Andrew Osborne	GS1 UK, Chief Technical Officer & Company Secretary
Gemma Howarth	GS1 UK, Minutes Secretary
Various other members of the staff of GS1 UK	

Apologies for Absence	
BES Rehab Ltd	MB Ter Haar
Biofoodnutrition SE	Sheida Moussavi
BMS Pharmaceuticals Ltd	Martin Dobson
Booker Cash & Carry Ltd	Robert Martin
Alan Boxer (Life Member)	
Brakes	Sean Negus
Carloyn Amer T/A Local Lily Gifts	Carolyn Amer
Steve Coussins (Life Member)	
Crew Clothing Company Ltd	Ruben Alonso
Design Hog	Nicola Dawson
Domino UK Ltd	Lee Metters
Elan Manufacturing Limited	Gerry Goodchild
FTF Sweets Ltd	Melissa Burton
GlobalTech Holdings Ltd	David Schemtob
Grange Farm Eggs	Tommy Troughton
Jill Vaudin Publishing	Jill Vaudin
JJ Associates	John Jenkins
Tom McGuffog (Life Member)	
Mel's Products	John Mohabir
No Joke	Susanna Donovan
Nostalchick Greeting Card Co	Sarah Oubridge
Palmer & Harvey McLane Ltd	Stewart Oades
SimpleEarth	Dave Steele
Smart Use Limited	Nicola Hall
Lee Tate (Life Member)	
Roger Till (Life Member)	
Tor Generics Ltd	Alison Stevenson
Warner Music International Services	Andy Elms
Wicked or What?	Nicky Kininmonth



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Introduction

Mr James Spittle (GS1 UK Chairman) took the chair. He welcomed members to the 35th Annual General Meeting of GS1 UK Limited and noted that the meeting was quorate. He emphasised that by participating in this meeting members agreed to abide by GS1 UK's Competition Policy which had been printed in the calling notice and made available at the meeting.

In accordance with the resolution passed at the 2007 Annual General Meeting, the Calling Notice for the 2011 Annual General Meeting had been made available to members electronically via the GS1 UK Website. Members had been notified of its availability by email. Members who had opted out of electronic communications had been sent a link to the Calling Notice displayed on the website. As part of this process, members had been invited to appoint proxies online.

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

1 To approve the minutes of the thirty fourth Annual General Meeting held on Tuesday 09 December 2010

The draft minutes of the 34th Annual General Meeting had been made available to members on the GS1 UK website and copies had been distributed at the meeting. The draft that had been distributed after the meeting had omitted the resolution to elect Andrew Osborne as the Staff Director and the version currently on the website and distributed at this meeting corrected this omission.

Proposed	Peter Jordan – Life member
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Seconded	Robin Kidd – Nestle UK Ltd
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With the correction noted, minutes of the thirty fourth Annual General Meeting were approved by a show of hands as a true and accurate record.

2 To receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2011

The Financial Statements for the year ended 30 June 2011 had been made available on the company website and copies had been distributed at this meeting.

Mr Crapnell presented a summary of the financial statements for the year ended 30th June 2011. He noted that despite very challenging economic conditions, almost all of the key objectives for the year had been met and the company closed the year with reserves ahead of target. He provided a summary of income, expenditure and capital expenditure for the year and reported that the company remained in good financial health able to respond to future challenges.

No questions were raised.

Proposed	Angela White – Chep
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Seconded	Peter Jordan – Life member
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By a show of hands it was **resolved** that the Financial Statements for the year ended 30 June 2011 be received and adopted.



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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	Hugh Cockwill – Mobilize
Seconded	Angela White – Chep
<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 Officers of the Association
<p>The Chairman informed the meeting that Mr Stefan Hesse had relinquished the office of Vice Chairman. As required by Article 20 (a) (1) the Supervisory Board had nominated Mr Richard Copperthwaite as a candidate suitable for the appointment to the office of Vice Chairman.</p>	
Proposed	Robin Kidd – Nestlé
Seconded	Lawrence Hutter – Deloitte
<p>By a show of hands it was resolved to appoint Mr Richard Copperthwaite as Vice Chairman.</p>	
5	To elect the Financial Director
<p>As required under Article 20 (a) (2) Dave Crapnell was required to be elected to the Supervisory Board following his appointment to the post of Finance & IS director in January 2011.</p>	
Proposed	Bill Pugsley – Life Member
Seconded	Peter Jordan – Life Member
<p>By a show of hands it was resolved to appoint Mr Dave Crapnell to the Supervisory Board.</p>	
6	To elect the Non Executive Members of the Supervisory Board
<p>In accordance with Article 24 (a) (3) the longest serving members of the Supervisory Board who were retiring by rotation this year were:</p> <ul style="list-style-type: none"> • John Macfarlane • Stewart Oades <p>John Macfarlane had agreed to stand for a further term.</p> <p>Mark Ferrar had retired from the Board in February 2011 as he was no longer employed by the company he had been elected to represent.</p> <p>Peter Jordan was appointed to the Board in February 2011 to fill a vacancy that arose during the year but had decided not to seek re-election.</p> <p>A vacancy for a Non Executive Director arose as a result of the election of Richard Copperthwaite to the office of Vice Chairman. The number of vacancies therefore was five.</p>	



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Candidates standing for appointment as Non Executive Directors

Nominated under Article 20 (a) 4, by the Supervisory Board

- John Macfarlane
- Chris Wilber
- Rob Fraser
- Monique Picou
- Chris Poole

Biographical details for each of these candidates had supplied in the Calling Notice. No candidates had been nominated by the Membership under Article 20 (e),

The Chairman informed the meeting that there were five vacancies for Non Executive Directors and five candidates. He asked for any objections to electing the candidates en bloc. No objections were raised and by a show of hands it was resolved that the five candidates be elected to the Supervisory Board.

The Chairman congratulated the successful candidates.

7 To receive reports from the Chairman and the Chief Executive on the Association's activities and progress since the last Annual General Meeting

The Chairman informed the meeting that the 2010/2011 year was the first year of the three year programme and he was pleased to announce that GS1 UK had delivered all key objectives. He reported that that TrueSource had been successfully launched and already had over 600 users. It had become an integral part of our members' data management processes and was considered a major step forward in GS1 UK being the trusted source of master data.

22 solutions had been successfully certified and 40 companies had achieved accreditation in the newly launched solution partner programme. Certification and accreditation were not formalities and a significant proportion had been failed at first attempt

We have exceeded 50 sustainable healthcare implementations in the NHS and the Minister for Health's endorsement of GS1 standards in the NHS was a significant advance. However there is still a great deal of work to be done to continue increasing adoption of the standards in healthcare.

Customer Satisfaction had remained high at 92% despite ambitious projects. Membership had increased to 24,208.

The Chairman closed by stating that it had been challenging and the current economic climate meant these challenges were not yet behind us. He went on to credit the achievements to the hard work of the GS1 UK staff, Supervisory Board members and the Working Parties and Committees and he looked forward to a productive 2011/2012 year.

The Chairman then invited Gary Lynch, Chief Executive, to present his report.

Mr Lynch echoed the Chairman's sentiments that 2010/2011 had been a very difficult year, but said that he was proud of the organisation's hard work and achievements. He presented the plan for 2011/2012 in which the focus would be

- Roll out Global Data Synchronisation (GDS) out in the Retail/CPG and Food Sectors
- Leverage Our TrueSource investment through B2C
- Mobilize and work with the Solution Partner network to deliver more GS1 solutions
- Continue to build a sustainable Healthcare Community
- Innovate new solutions
- Validate a new sector



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8	To transact any other competent business
<p>John Bemrose of R&R ice cream asked what the pricing structure was for TrueSource and what impact it would have. Gary Lynch replied that the TrueSource Product Information Management tool was included with the annual subscription but use of global data synchronisation (GDS) required an additional subscription. Members could choose to use TrueSource or another certified Data Pool when they participated in GDS. Additionally TrueSource enabled data to be shared via mobile applications and the pricing arrangements for this were currently under review.</p>	
9	Retiring Board Members
<p>The Chairman thanked the retiring board members for all of their hard work during their time on the board.</p>	
10	Date of the next Annual General Meeting and Close of Meeting
<p>The proposed date of the next Annual General Meeting is Tuesday 7th November 2012. The meeting closed at 5.14pm.</p>	

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