



GS1 UK Annual General Meeting

Minutes of the thirty-sixth Annual General Meeting held at the Royal College of Surgeons of England, 35-43 Lincoln's Inn Fields, London, WC2A 3PE on 13 November 2012 at 4.30pm

Members Present	Represented by
Axicon Auto ID Limited	Martin Morrison
Beiersdorf UK Ltd	Jeff Roycroft
Big Pasty Productions Ltd	Alan Rowe
Board Strategies	Lee Tate
Brandbank	Ed Collins
Citizen Systems Europe	Mark Beauchamp
Clavis Technology	Neil Hoey
Commerce-Connections Ltd	David Robinson
Commerce-Connections Ltd	Lawrence Geung
Coussins Consulting Ltd	Steve Coussins
Crew Clothing Company Ltd	Ruben Alonso
CryoGaTT Systems Limited	Peter Parker
Datalinx Computer Systems Ltd	Melvin Fletcher
Deloitte MCS Limited	Lawrence Hutter
Diageo PLC	Chris Poole
Domino UK Ltd	Lee Metters
Easylink/Opentext	Leigh Glendinning
EDIMatrix Limited	Chris Johnson
GS1 UK Supervisory Board	Stefan Hesse
Howarth Timber Group Ltd	John Stokes
Hyland Software UK LTD	Mark Aytacoglu
Jacque UK Ltd	Jacque Frances
Kraft Foods Europe Services GmbH	Phil Bach
Kraft Foods Europe Services GmbH	Marcus Dunsmore
Life Member	Tom McGuffog
L'Oreal (UK) Ltd	Robert West
Mobilize	Hugh Cockwill
Nestle UK Limited	Sarah Jordan
Nosh Detox Delivery Ltd	Oystein Mojord
Pocketmoney Travel Limited	James Barber
Pocketmoney Travel Limited	Douglas Barber
Procter & Gamble UK	Monique Picou



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Quantum Drinks Group Ltd	Mark Mitchell
R&R Ice Cream UK Ltd	Jon Bemrose
Rain Forest Cuisine Ltd	Gwen Mcleish
Sainsburys Supermarkets Ltd	Rob Fraser
Sato UK Ltd	Richard Scott
Stibo Systems	Mark Thorpe
Talking Tables Ltd	Nicola Yau
Talking Tables Ltd	Anne Clouston
Tesco Stores	Alison Wright
The Walt Disney Company Ltd	Mitch Foreman
The Walt Disney Company Ltd	Craig Ryan
Unilever Plc	John Macfarlane
Unilever UK Limited	Anna Lane
Unilever UK Limited	Eric Kirby
Unilever UK Limited	Leanne Gorin
Value Chain Vision	Peter Jordan
Yassin's Yassa	Yassin George

In attendance	
James Spittle	GS1 UK Chairman
Gary Lynch	GS1 UK Chief Executive
Dave Crapnell	GS1 UK Finance and IS Director
Andrew Osborne	GS1 UK Chief Technical Officer & Company Secretary
Mary Manning	GS1 UK Minutes Secretary



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Apologies for Absence	
Activity Media Ltd	Chris Walsh
Ampro Marketing Ltd	Jean Morphet
Black Scorpion Limited	Derek Demetrius
Brakes	Duncan Lennard
Brandbank	Dave Hodges
Cashmere Choice	Charles Darwish
Dole Chile S.A	Gerardo Cubillos
Hyland Software	Steve Rudland
Innocent Limited	Richard Collier
Jill Vaudin Publishing	Jill Vaudin
Kraft Foods Europe Services GmbH	Ajay Patel
Life Member	Alan Boxer
Life member	William Pugsley
Natural Scenics Ltd	Danusza Kish
Nestle UK Limited	Robin Kidd
NHS Connecting for Health	Chris Wilber
Open Range Ltd	Iain Howarth
Oxfam GB	Evelyn Dukes
Premier New Designs (UK) Ltd	Peter Wills
Process & Supplies Ltd	Philip Moseley
Sato	Dale Roper
Stickems Ltd	Jodie Cavendish
Tesco Stores Ltd	Richard Copperthwaite
Tesco Stores Ltd	Jim Dickson
Tesco Stores Ltd	David Ellis
The Walt Disney Company Ltd	John Baker
Wallets Direct Ltd	Gary Short
Wesupply Ltd	Claire Gibbons
WM Morrisons Supermarkets PLC	Tony Dasilva



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Introduction

Mr James Spittle (GS1 UK Chairman) took the chair. He welcomed members to the 36th 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 2012 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-fifth Annual General Meeting held on Tuesday 09 December 2010

The draft minutes of the 35th Annual General Meeting had been made available to members on the GS1 UK website and copies had been distributed at the meeting.

Proposed	Mark Mitchell - Quantum Drinks Group Ltd
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Seconded	Peter Jordan - Value Chain Vision
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The minutes of the thirty-fifth 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 2012

The Financial Statements for the year ended 30 June 2012 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 2012. He noted that although the company had started the year with a number of risks to its revenue streams, these risks had either not materialised or were successfully managed, resulting in the company exceeding its financial targets and ending the year on an extremely sound financial footing. He reported that after two years of broadly flat income, total income had increased by 14% for the 2011-12 financial year, with increases in both membership and services income. He reported that due to the challenging economic conditions, membership figures had been expected to slow or even decrease, but in fact they have increased with total membership closing the year at over 25,000 members. He reported that the resultant surplus has been transferred to reserves and although it is currently at 40% of annual expenditure against a target of 30%, this should be seen as a snapshot at a single point in time. Mr Crapnell concluded by confirming that the company remains in good health, both financially and in terms of the services it is able to offer and that the additional reserves of late will allow the company to continue to develop new standards, apply existing standards into new sectors, broaden programmes in the healthcare sector and continue to improve the level of service to its members.

No questions were raised.

Proposed	Sarah Jordan – Nestle UK Limited
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Seconded	Peter Jordan – Value Chain Vision
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By a show of hands it was resolved that the Financial Statements for the year ended 30 June 2012 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	Jon Bemrose - R&R Ice Cream UK Ltd
Seconded	Lawrence Hutter – Deloitte MCS Limited
<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. There were no votes against and one abstention is recorded for the purpose of the minutes.</p>	
4	To approve as a special resolution the election of the Chairman of the Association (Article 17(a) (1))
<p>Mr Osborne reported that as Mr Spittle had completed three years as Chairman of the Association the Articles required the membership to approve a special resolution to enable him to stand for re-appointment for a further consecutive term. The Supervisory Board was delighted that Mr Spittle had agreed to stand for a further term and hoped that the membership would support this.</p>	
Proposed	Rob Fraser – Sainsbury’s Supermarkets Ltd
Seconded	Mark Mitchell - Quantum Drinks Group Ltd
<p>By a show of hands it was resolved to appoint Mr James Spittle as Chairman, which was approved by the required 75% majority. There were no votes against and one abstention is recorded for the purpose of the minutes.</p>	
5	To elect the (Non-Executive) Members of the Supervisory Board
<p>In accordance with Article 24 (a) 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 • Lee Tate <p>Mr Spittle pointed out that it was disappointing not to receive nominations from the membership for election to the Supervisory Board and encouraged members to consider standing for election in future years. Representatives from SMEs would be particularly welcome.</p> <p>John Macfarlane had agreed to stand for a further term and has been nominated under Article 20(a)(4) by the Supervisory Board. Biographical details for Mr Macfarlane had been supplied in the Calling Notice. No candidates had been nominated by the Membership under Article 20 (e).</p>	
Proposed	Steve Coussins - Coussins Consulting Ltd
Seconded	Chris Poole – Diageo plc
<p>By a show of hands it was resolved to appoint Mr John Macfarlane for a further term. The Chairman congratulated the candidate. There were no votes against and one abstention is recorded for the purpose of the minutes.</p>	



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6	To approve as a special resolution the amendments to the Articles of Association, as set out in the Calling Notice.
<p>Mr Osborne briefly outlined the ambiguity contained in the Articles of Association and explained that, after legal advice was sought, a recommendation was made that the Articles be amended in the manner set out in the Calling Notice.</p>	
Proposed	Rob Fraser – Sainsbury’s Supermarkets Ltd
Seconded	Lawrence Hutter – Deloitte MCS Limited
<p>By a show of hands it was resolved to adopt the amendments to the Articles of Association and the Company Secretary was requested to make the necessary filings with the Registrar. The resolution was approved by the required 75% majority. There were no votes against and one abstention is recorded for the purpose of the minutes.</p>	
7	To receive reports from the Chairman and the Chief Executive on the Association’s activities and progress since the last Annual General Meeting
<p>The Chairman reported to the meeting that the 2011/12 year was the 2nd year of a 3-year plan and that it had been a difficult year, which had seen wholesale changes in the sectors the company serves. He informed the meeting that the company had either achieved or exceeded 4 of its 5 corporate targets and highlighted:</p> <ul style="list-style-type: none"> • An increased uptake of GDS, particularly in the Food service sector • Over 120 sustainable implementations in the Healthcare sector • A passion for maintaining customer satisfaction – GS1 UK achieved over 91% <p>A further goal of becoming the trusted source of master data has not yet been achieved, although extremely strong progress has been made in the Food service sector, but not yet as much elsewhere. Mr Spittle also underlined the importance of not understating the achievement of 125 healthcare implementations and pointed out that this was an area for continued growth in the coming years.</p> <p>The Chairman then invited Gary Lynch, Chief Executive, to present his report.</p> <p>Mr Lynch briefly outlined GS1 UK’s ‘5 to drive’ which the Supervisory Board use to measure the company’s success.</p> <p>The first, to increase the number of organisations that benefit from GS1 standards, is reached through various avenues, including for example membership panels which inform the organisation what it should be doing to provide better support to its members. About 10 years ago, Healthcare was an area which started to be looked into. Now other sectors are being identified which might also benefit.</p> <p>In terms of increasing value, GS1 UK looks into a variety of issues affecting its members and so for example works towards improving ways to harmonise processes and also aims to help in areas such as sustainability, good quality digital data, processes in healthcare and selection of solution providers, to name a few.</p> <p>Excellence in customer service is currently running at 96%. This is achieved through a consistent approach, where any complaint is properly dealt with and escalated in the organisation and poor service is not tolerated.</p> <p>Mr Lynch also emphasised the importance of GS1 UK’s people in delivering value to its 26,000 members. He reported that the organisation had put itself forward for the Sunday Times 100 Best Companies, and although he could not guarantee an entry on to the list, he could however guarantee that the information gathered from staff would be used to help ensure that GS1 UK became a great place to work for great people.</p> <p>My Lynch finished by stating that the company continues to invest in the future: it is part of a global organisation with globalised standards and GS1 UK makes sure that the UK voice is heard in an increasingly global and connected world.</p>	



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Mr Spittle asked the members present if they had any questions they would like to put to the Board.

Jacque Frances commented that there appeared to be few women at the meeting and asked what the company was doing to provide an opportunity for women to play a role in the organisation.

Mr Spittle replied that GS1 UK is a very open and inclusive organisation, that it has one female Board member and it had also recently been joined on the Executive by a female Chief Marketing Officer. He confirmed that GS1 UK not only encourages women to play an active part in the company but that it also actively looks for female representatives to join its Board. He pointed out though that the key consideration was that the Board provided a good mix across various sectors and that in this sense, it was largely irrelevant whether these representatives were male or female and both are welcome.

Mark Mitchell then referred to Mr Spittle's earlier comment that representatives from SMEs in particular were most welcome to put themselves forward for nomination onto the Board and asked what the responsibilities of a Board member are.

Mr Spittle answered that the Board's primary responsibilities were to be the conscience of the organisation, represent the interests of the membership and hold the Executive responsible and accountable. He invited serving members of the Board to provide further insight to which Mr Chris Poole from Diageo replied that he agreed with what Mr Spittle had said and also pointed out that it was a good opportunity in terms of professional career development. Monique Picou from Procter & Gamble pointed out how her organisation found her involvement with GS1 particularly useful as P&G is a global organisation, as is GS1 and her participation on the Board allows her to help drive solutions forward. She emphasised that she had not at any point experienced any issues about her being a woman on an otherwise male Board and she had always found that she was listened to and dealt with in an entirely professional and constructive manner.

No further questions were asked.

8 To transact any other competent business

No other business was raised.

9 Date of the next Annual General Meeting and Close of Meeting

The proposed date of the next Annual General Meeting is Tuesday 12th November 2013.

The meeting closed.