

THE GUIDE DOGS FOR THE BLIND ASSOCIATION
MINUTES of the EIGHTY SIXTH ANNUAL GENERAL MEETING

HELD ON TUESDAY 14 SEPTEMBER 2021
AT 1.00PM AT THE NATIONAL CENTRE, BANBURY ROAD, BISHOP'S TACHBROOK,
LEAMINGTON SPA CV33 9QJ

Members Present:	Jamie D Hambro Kate M Crofts Joan Hattersley Peter Hattersley Lynne V Hill Leslie Hummerston Richard Hummerston Jenny Page Jane Sillett Peter Sillett Emma J West Brenda Wildish Gerald Wildish	Chairman & Member Trustee & Member Member Member Trustee & Member Member Member Member Member Member Trustee & Member Member Member
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Remotely:	Tony Aston Paul W Baker Sandra Bannister Clare E Black Meggie Cumini Catherine Fenwick Alexander Gosney Ann Hutchins John Hilbourne Howard Jones David Lee David Mitchell Michael E Olaye Mary Rasmussen Anne Skinner Ranjit Sondhi Edward Varley Michael J Wroe	Member Trustee and Member Member Trustee and Member Member Member Member Member Member Member Member Member Trustee and Member Member Member Trustee and Member Member Trustee and Member
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TUESDAY



A10 *AAEH36BM* 05/10/2021 #25
 COMPANIES HOUSE

In Attendance:	Chris Austin Phillippa T Caine Danielle Cranston Deirdre T Evans Emma J Foulds Tim Howell	Head of Property Association Secretary EA to CEO (attended remotely) CFO Director of Marketing, Digital & Influencing Senior Guide Dogs Mobility Instructor
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Maria E Novell
Peter Osborne

Director of Fundraising
Director of Operations (attended remotely)
Executive Officer (attended remotely)
Infrastructure Manager
Assistant Association Secretary
Director of People & Performance
CEO

Sharanjit Sahi
Gary Rabbitt
Joanna Reckord
Kathryn L Ward
Tom C Wright

21/01 INTRODUCTION BY THE SECRETARY

- a) Phillippa Caine (PTC) thanked everyone for attending the meeting and thanked those Members who were attending virtually for submitting their proxy voting form in advance of the meeting.
- b) She then went on to thank those Members who had submitted questions in advance and explained how questions would be managed at the end of CEO's presentation. She confirmed that priority would be given to those submitted prior to the meeting and that any questions raised during the meeting would be answered if time permitted. All questions would be recorded in the minutes.

21/02 CHAIRMAN'S WELCOME

- a) The Chairman welcomed those present to the Guide Dogs' 86th Annual General Meeting and thanked Members for attending, both in person and remotely.

21/03 APOLOGIES

- a) Apologies had been received from Helene Alexander MBE, Patricia Alexander, Amanda Ariss, Jacqueline Cook, Jonathan Gregory, Kim Gregory, Jane James, Mary Jobbins, Mark Johnstone, Stephen Mitchell, Mike Nassbaum, Thelma Scott and John Wrighthouse.

21/16 SPECIAL RESOLUTION

- a) IT WAS RESOLVED with 51 votes for, 1 against and 0 abstaining that the Articles of Association in the form annexed to the Notice of the meeting and marked "Appendix A" be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all other Articles of Association.

- 21/17 The Chairman thanked everyone for their participation and declared the meeting closed.



Notice of Annual General Meeting - Tuesday 14 September 2021

Notice is hereby given that the eighty sixth Annual General Meeting of the Members of The Guide Dogs for the Blind Association will be held at the National Breeding Centre, Banbury Road, Bishops Tachbrook, Leamington Spa, Warwickshire CV33 9QJ on Tuesday 14 September starting at 1.00pm for the following purposes:

Ordinary Resolution One

To approve the minutes of the Annual General Meeting held on 15 September 2020.

Ordinary Resolution Two

To receive the Report of the Directors and the audited Financial Statements for the year ended 31 December 2020.

Ordinary Resolution Three

To appoint Deloitte as Auditors and to authorise the Board to fix their remuneration.

Ordinary Resolution Four - see note 1

To re-elect Jamie Hambro as a member of the Board, in accordance with Article 3.2.

Ordinary Resolution Five - see note 2

To re-elect Paul Baker as a member of the Board, in accordance with Article 3.2

Ordinary Resolution Six - see note 2

To re-elect Lynne Hill as a member of the Board, in accordance with Article 3.2

Ordinary Resolution Seven - see note 3

To re-elect Catherine Crofts as a member of the Board, in accordance with Article 3.2

Ordinary Resolution Eight - see note 3

To re-elect Robert Deakin as a member of the Board, in accordance with Article 3.2



Registered with
**FUNDRAISING
REGULATOR**

Page 1 of 4

Guide Dogs is a working name of The Guide Dogs for the Blind Association. Registered Office: Hillfields, Burghfield Common, Reading, Berkshire, RG7 3YG.

A company limited by guarantee registered in England and Wales (291646) and a charity registered in England and Wales (209617) and Scotland (SC038979).

Ordinary Resolution Nine - see note 3

To re-elect Ranjit Sondhi as a member of the Board, in accordance with Article 3.2

Special Resolution - see note 4

To pass the following resolution as a special resolution: That the Articles of Association in the form annexed to this notice and marked 'Appendix A' be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all other Articles of Association.

By Order of the Board

Phillippa T Caine, Association Secretary

20 July 2021

Note: A Member entitled to attend and vote at the meeting may appoint another person as his/her proxy to attend and speak and vote at the meeting. A proxy need not be a Member of the Association. To be valid the instrument appointing a proxy must be lodged either by physical delivery at the Association's Registered Office or by email to the email address set out in the proxy appointment form enclosed with this notice not less than two business days before the time and date of the meeting.

NOTES TO THE RESOLUTIONS

NOTE 1: Board Members seeking re-election

Article 3.2 states: "... a Trustee shall be elected at an AGM and shall hold office from the end of that AGM until the end of the AGM in the third year after his election at which election of Trustees takes place. A Trustee who remains qualified shall be eligible for re-election for two further three-year terms and, thereafter shall not be eligible to stand for re-election subject to the following. If agreed by the Board a Trustee who would otherwise remain qualified may serve up to an additional three-year term for a defined reason as determined by the Board provided that such Trustee is re-elected by the Membership at the relevant AGM."

Jamie Hambro is proposed for re-election having served two terms of three years; and he is qualified to serve one more term of three years.

His brief biographical details are set out below:

Jamie Hambro was appointed to the Board of Trustees in 2015. Jamie is Chairman of James Hambro & Partners. He was an Executive Director of Hambros Bank, co-

founder of the original J O Hambro Group and Managing Director of J O Hambro Magan before going on to found J O Hambro Capital Management. He was Chairman of Hansteen Holdings and a Director of Primary Health Properties plc and is Chairman of Wiltons Holdings Ltd.

NOTE 2: Board Members seeking re-appointment

At the AGM in 2020, Paul Baker and Lynne Hill were appointed under Article 3.7.2 as additional co-opted Trustees, at this AGM they are seeking reappointment as a Trustee under Article 3.2. Their brief biographical details are set out below:

Paul Baker

Paul was co-opted to the Board of Trustees in 2020. He retired from a 40-year career in Banking in 2014 where he served as Group Procurement Director, Group Operations Director and finally Group Property Director. He has an MBA gained at Warwick University and has served on a number of Boards in the commercial and charity sectors. He is currently Vice Chairman of a Property Services Group and was a Trustee at the Leonard Cheshire Charity for the disabled. Paul lost his sight in one eye in 2015.

Lynne Hill

Lynne was co-opted to the Board of Trustees in 2020. She is a veterinary surgeon by profession with more than forty years of experience in practice, industry and academia. Lynne has been involved with a number of veterinary organisations including BSAVA where she became the first female President, and the BVA - sitting on a number of committees and their Council. She has also been involved in a variety of charities throughout her life and has chaired the International Care charity since 2019.

NOTE 3: Board Members seeking re-election

Article 3.2 states: "... a Trustee shall be elected at an AGM and shall hold office from the end of that AGM until the end of the AGM in the third year after his election at which election of Trustees takes place. A Trustee who remains qualified shall be eligible for re-election for two further three-year terms ..."

Catherine Crofts, Robert Deakin and Ranjit Sondhi have completed one three-year term and are eligible for reappointment. Their brief biographical details are set out below:

Catherine (Kate) Crofts

Kate was appointed to the Board of Trustees in 2018. She has been an energetic advocate for equality and inclusion, in particular the rights of disabled people, for many years. She is qualified in social sciences, communications and leadership and her career in local government includes facilitating complex partnerships and embedding whole system working across communities, ensuring strategies and initiatives have inclusion built into them at every level. Kate's other achievements

have included co-founding a community interest organisation which offers advice and support to mothers who have visual impairment.

Robert (Rob) Deakin

Rob was appointed to the Board of Trustees in 2018. He is a Partner at Capco, a Management Consultancy, which provides advice on technology and delivering business change initiatives to FTSE 100 and Fortune 500 companies. He is a Chartered Engineer (CEng) and Fellow of the Institution of Engineering and Technology (FIET). He has previously worked for a range of charities in India and southern African countries developing social enterprise business models.

During the past ten years he has been a fosterer (formerly called a boarder) to four Guide Dogs in training. This experience has served as inspiration for numerous fundraising adventure challenges, including swimming the English Channel solo and running the London Marathon three times.

Ranjit Sondhi

Ranjit was appointed to the Board of Trustees in 2018. He was born in India, and has lived, studied and worked in the UK since 1966. A graduate in Theoretical Physics, he founded the Asian Resource Centre in Handsworth, Birmingham in 1976. He was Senior Lecturer in Community and Youth Studies at University of Birmingham Westhill from 1985 to 2005.

He has served on a number of national regulatory and governing bodies. He was Vice Chairman of the Commission for Racial Equality. He was a board member of the Independent Broadcasting Authority and the Radio Authority. He was a Governor of the BBC and Trustee of the National Gallery. He was Chairman of the Heart of Birmingham Primary Care Trust. He has been a Civil Service Commissioner and Judicial Appointments Commissioner. He has just completed a term of office at the Criminal Cases Review Commission, and the Queen's Counsel Selection Panel. He is currently Vice Chairman of Sandwell and West Birmingham Clinical Commissioning Group and a Trustee of Citizens UK.

NOTE 4: Amendments to the Articles of Association

In 2020, Guide Dogs relied on The Corporate Insolvency and Governance Act 2020 (the Act), which came into force on 26 June 2020 as a result of the Government restrictions relating to Covid-19, to hold a virtual AGM. The Act expired on 31 March 2021 and therefore the proposed changes to the Articles of the company relate largely to the company being able to hold hybrid meetings should the need arise in the future. Whilst making this amendment, we have taken the opportunity to amend a number of typos and to remove outdated terminology and references, and to clarify the poll voting provision to ensure that a member or proxy who holds multiple proxy votes can demand a poll if they hold sufficient voting power. The Articles are attached as Appendix A and are marked with tracked changes.

End of document.