



**Minutes of the Annual General Meeting
held on Wednesday 11th December 2024
At 16:00 at SOE Offices, 22 Greencoat Place, London,**

Present:

Garry Gilby	Chair
Michael Sweetmore	Interim Honorary Treasurer
Caroline Harries	Governance Lead
Emma Thompson	Company Secretary

In attendance:

Mark Ashton	Senior Associate, Mills & Reeve LLP
Chelsea Gilkes	Society staff
Dean Greer	Member of BES Professional Sector Council
Ian Macdonald	Chair of Membership and Professional Standards Committee
Nick Elliott	Chair of IRTE Professional Sector Council
Stephen Tweed	Chair of Environmental Professional Sector Council

Garry Gilby calls the Meeting to order

Good afternoon, everyone. Firstly, I would like to thank you all for taking the time to attend the meeting today. This meeting is being held both in person at the Society offices and also online via Zoom.

You will note that the interim Chair, Howard Seymour, is not present, I have been nominated by the Trustee Board to chair this Annual General Meeting today.

Please note that this meeting is being recorded for the purpose of the minutes only. Before we formally start the meeting, I want to explain how online participation will work. Should you have any questions at any point during the meeting, please raise your hand and you will be unmuted to ask your question, the chat function should only be used for voting purposes only.

If you have more than one question, for fairness to all members attending this AGM, please raise your hand for each question you wish to ask. If your question is in relation to the business being transacted here today, we will answer this, if however it is a separate matter, we will respond to you in writing after the AGM has taken place. We will, of course, try to answer as many of your questions as possible.

I will now formally open the meeting. Welcome everyone to the Annual General Meeting of the Society of Operations Engineers.

I now call on Emma Thompson as Secretary of this meeting to read the agenda.

It was noted by Emma that there was a question in the chat.

Anthony Wood: "You introduced everything, but you didn't say who you were."

Garry Gilby: "My name is Garry Gilby. There is a little sign in front of me on the table, which you may not see from that angle. I'm the Director of Standards and Compliance on the board, and I have been asked to chair this meeting, Anthony. Does that address your question?"

Anthony Wood: "Yes, thank you."

Garry Gilby: "Alongside me at the seated position is Emma Thompson, Company Secretary for this meeting; Michael Sweetmore, the Interim Honorary Treasurer; and Caroline Harries, who's been the



Director overseeing Governance. We are the main parties for this AGM today. Thank you. Over to you, Emma."

Emma Thompson: "Paul Arber has also a question."

Garry Gilby: "Paul, what is your question? Do you have a question? You're still on mute."

Paul Arber: "Good afternoon, everyone, Mr Chairman may I ask 2 questions?"

Garry Gilby: "Go Ahead."

Paul Arber: "First one is a question about the minutes of the 2023 AGM. I did send an email to Emma to ask one of the questions about that, she replied in part to me but did not actually confirm that those minutes had been adopted by the trustees before they went onto the website, so I wondered if someone can confirm that they are a true record of the 2023 AGM please."

Garry Gilby "I can confirm they are a true record Paul."

Paul Arber: "Well, I would dispute that because I asked a question in the chat facility at that meeting that I joined remotely, as I am doing for this one today, and there is no record of that question being asked. I subsequently emailed fairly shortly after the AGM the president at the time John Eastman, and the question was 'where are these rules that we keep hearing about', because we never had them disclosed to us, and as they lay alongside the articles, I think it's unfair to get us to vote on articles when we have not seen the rules, now we've been promised these rules for some time, we have been promised consultation with the membership on these rules, so, we have not seen these rules. So can I ask first of all, why that was not recorded in the minutes, even as a post facto note in the minutes, because Mr Eastman did get the question asked by email subsequent to the meeting, and when we will see the rules, that was my first question, the second."

Garry Gilby: "Lets address the first question, before we get into any subsequent question, we don't want to over complicate things. In picking up the point about the rules, there is a copy of the rules that are available on our website, and they are a draft version, and they've been available for quite some time."

Paul Arber: "But we don't want to see a draft version."

Garry Gilby: "Yeah, but they are there."

Paul Arber: "I have not been formally invited into a consultation."

Garry Gilby: "But we don't technically have to have a consultation over the rules, the primary document for the society is our articles, which went out, were consulted on, and were voted on, and approved."

Paul Arber: "Well, I am sorry, but we have been told, we would be consulted on the rules, and now you're saying we don't consult on the rules. We've been told by Emma that there would be a consultation on the rules."

Garry Gilby: "If I just go back on what I said a moment ago, there is a draft copy of the rules on our website, we are in the process of updating them, ose, once those are finalised, we will circulate them."

Paul Arber: "For consultation?"

Garry Gilby: "We will circulate them. So, if you do have anything to raise on them, I would hope that you would raise them, if it's of a point of significance that we ought to take account of. There are a lot of



people involved in writing the rules for the Society and our endeavours are to ensure they are proper and right for the organisation, and if you have the opportunity to look at them when we do say they're there for you to comment on, please give us your comments and we will look at those."

Paul Arber: "So you want us to comment on the draft rules that are on the website at the moment?"

Garry Gilby: "If you wish to write in on any comment on the draft rules that are there, please do so, I have no objection, we will look at it. You had a second question".

Paul Arber: "The 2nd question if I may, I noticed that a Mr Louis Lock, or Professor as I should address him, Professor Louis Lock has been successful in enquiring a place on the trustee board, so congratulations to him, but may I ask is Professor Lock currently a resident in the UK?"

Garry Gilby: "Paul can we just clarify, as part of the agenda today, we will confirm who has been successful in the recent elections."

Paul Arber: "Well then, I apologise, I've got that wrong. But the question was, he was a nominee. But the question basically, is Mr Louis Lock currently a resident in the UK?"

Garry Gilby: "And the honest answer to that is no, he resides in Hong Kong."

Paul Arber: "Well then, that is a contravention of the Articles."

Garry Gilby: "He is a member of the organisation."

Paul Arber: "It doesn't matter, it's in contravention of the Articles, and I will quote the Article 33.5, it will be found on page 25; 'A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Society', so I don't know how Mr Lock, was actually allowed to."

Garry Gilby: "The comment there, the item you refer to 33.5, does not say anything about him applying for any of the vacancies on the trustee board or our PSCs."

Paul Arber: "Well I think any notice means that he wouldn't have been aware of the trustee invitations."

Garry: "I'll ask Emma to just clarify the point because we believe he is entitled to apply, like any other fully paid member."

Emma Thompson: "Good afternoon Paul."

Paul Arber: "Good afternoon Emma."

Emma Thompson: "To confirm, other than UK members, no one else is permitted to vote, as it is in accordance with Article 33.5, as you mentioned earlier. What I can confirm is, each member, corporate member, is entitled to apply for any position that we may have, whether that's on the trustee board, professional sector council, or the membership and professional standards committee, it doesn't mean that they get to vote, but they can nominate themselves and put themselves forward."

Paul Arber: "I'm not talking about voting Emma, I am talking about a notice of the vacancies for the trustee board, or indeed the PSC, being sent to people in Hong Kong, because the articles clearly say any notice should not be sent to people in Hong Kong, unless they have a registered address in the UK."



Emma Thompson: "May I also point out to you Paul, that the recent email sent that went out was to remind people the AGM was taking place, and those that are eligible to vote may do so, this did go to all members for transparency, regardless if they could vote or not, so that they're aware there is an AGM taking place. So, SOE Hong Kong members would have also received that same email."

Paul Arber: "Well that's in contravention of Article 33.5 surely?"

Emma Thompson: "No, it's not."

Garry Gilby: "Paul, I will ask our legal colleague just clarify the point, but I think you have misinterpreted what is written down."

Mark Ashton: "Hi Paul, Mark Ashton I'm a solicitor advising the Society. So, 33.5 all that is trying to achieve, so what it says, 'A member who does not register an address with the Society, or registers only a postal address that is not within the UK shall not be entitled to any notice from the Society'. All it's trying to achieve here is saying if a member doesn't provide any other type of address, that could include an electronic address, then the society is not obligated to send them notice. So, what that means is if they live overseas, and they've said, 'you can only approach me by a postal address', then the society does not have to do this. So, if you are in the UK and you've only provided a postal address, the society has to provide notice postally, but if its electronic, if they have an electronic address, then we must provide that electronically. So, I don't think you've quite understood."

Garry: "The obligation is on the individual to make sure we have an address to contact them if we need to make contact."

Mark Ashton: "To provide either a postal address here in the UK, or an electronic address if they're overseas. If they don't provide either of those, then we don't have to contact them. But that's certainly all it's trying to achieve, it's simply to make life easier for the organisation, so we're not having to send anything postal overseas."

Garry Gilby: "Okay, thank you Mark. Paul, I believe we have addressed your question, I will now move over to Emma and ask her to read out the agenda for today's meeting, thank you."

Emma Thompson (Company Secretary of the meeting)

Thank you Garry. Good afternoon, everyone. This meeting is convened for the purpose of transacting the following business:

1. To approve the minutes of the twenty-fifth Annual General Meeting held on Tuesday, 5th September 2023.
2. To re-appoint Crowe UK LLP as Auditors for the following year and to delegate authority to the Board to agree their remuneration.
3. To confirm the appointment and re-appointment of members of the Trustee Board, Professional Sector Councils, and Membership and Professional Standards Committee.

I confirm that more than twelve corporate members of the Society present, both in the room and online, and that the meeting has a quorum.

[Agenda Item 1]



Garry Gilby (Chair):

I will now go through the agenda items. The twenty fifth Annual General Meeting of the Society was held on 5 September 2023, online and at 22 Greencoat Place, London. The minutes of that meeting have been available from the Society's website from 21 November 2024. Would you please receive these minutes?

Caroline Harries: I propose that the Minutes be received.

Michael Sweetmore: I second the proposal.

Garry Gilby "Those in favour? ***Note: Five people in the room raised their hands, and one online.** Anyone against? ***Note: No one opposed, either in the room or online.** Is anyone abstaining? ***Note: No one abstained, either in the room or online.**

Can I ask Mick Sweetmore to confirm the numbers cast by online proxy vote?"

Michael Sweetmore: "Thank you Chair, I can confirm that 88 members voted for, including 1 member who asked John Voss to vote on their behalf, 7 members voted against, and 9 members abstained.

Could I now please ask for all those who have not participated in the voting for the minutes, to vote now either online by using the chat function, and putting 'for,' 'against,' or 'abstained', or in person; please raise your hands. I will now wait a few moments to cast the votes.

Just for clarity, could I please just read the instructions for online voting. Could I please ask those who have not participated in the voting for the minutes, to vote now either online using the chat function, but you need to put 'for', 'against,' or 'abstained' please."

Garry Gilby: "Could we just restate, we've got some hands raised, but no one has used the chat facility to confirm 'For', 'Against', or 'Abstained'."

***Note:** Attendee chat was temporarily disabled but was later enabled. Garry Gilby apologised for this issue and members were aware the issue was fixed and able to add a comment.

Michael Sweetmore: "Thank you, everyone online, for your voting.

I will now confirm the total number of votes: 'For' are the original 88, plus 10 online today, making a total of 98.

The total number of votes 'Against' was 7; there were no further votes today, so that remains at 7.

The total number of votes 'Abstained' was 9 previously, and 1 online today; therefore, that is 10.

***Note:** An additional person voted online, after Michael had informed every one of the total count."

Total number of votes:

- 98
- 7 Against
- 10 Abstained

Michael Sweetmore: "Thank you. I can confirm that the motion is carried by a majority."

Garry Gilby: "Thank you, I shall now sign the Minutes on your behalf."

[Agenda Item 2]

Garry Gilby (Chair):



We will move onto Agenda number 2. For agenda item two, I call on the Interim Honorary Treasurer, Mick Sweetmore.

Michael Sweetmore:

Thank you Chair. I propose that Crowe U.K. LLP are re-appointed as Auditors for the 2024 and that authority is delegated to the Trustee Board to agree their remuneration.

Caroline Harries: I second this motion.

Garry Gilby (Chair):

Those in favour? ***Note: Three people in the room raised their hands, and eleven online.**

Garry Gilby: "Can I please reiterate that if you have not voted up to now, this is your opportunity, please vote now."

Anyone against? ***Note: No one in the room raised their hands, and one online.**

And is anyone abstaining? ***Note: No one in the room raised their hands or online.**

Mick Sweetmore: "I can now confirm 99 members voted for, including 1 member who asked John Voss to vote on their behalf plus 3 in the room totalling 102, 5 members voted against, and 8 members abstained.

Using the online function this afternoon, the results are as follows:

Total number of votes:

- 102 For
- 5 Against
- 9 Abstained

Therefore, I can confirm the reappointment of Crowe U.K. LLP as auditors for 2024 and to delegate the authority to the trustee board to agree their remuneration and can confirm this motion has been carried by the majority."

[Agenda Item 3]

Garry Gilby (Chair):

Moving onto agenda item 3. Before I call on the Company Secretary to read of the election results, after which she will give the names of the members of the Professional Sector Councils and the Membership and Professional Standards Committee for 2024/2025.

I would like to inform you, that because of the new constitution of the Trustee Board and to allow fairness on the newly elected members joining the Trustee Board, the President-Elect role has not been chosen by the Trustee Board, and this will be announced after the second quarter of 2025. This will allow those that have newly joined the Trustee Board to have input on who will be the next incoming President, which will take place at the 2025 AGM.

Garry Gilby (Chair):

I now call on the Company Secretary to read of the election results, after which she will give the names of the members of the Professional Sector Councils and the Membership and Professional Standards Committee for 2024/2025.



Emma Thompson

The Trustee Board for 2024/2025 will comprise:

President:	Howard Seymour
Honorary Secretary:	Caroline Harries
Honorary Treasurer:	Mick Sweetmore
Chair of Membership and Professional Standards Committee:	Ian Macdonald
Chair of BES Professional Sector Council:	Dominic Dawson
Chair of Environmental Professional Sector Council:	Stephen Tweed
Chair of IPlantE Professional Sector Council:	Louis Lock
Chair of IRTE Professional Sector Council:	Nick Elliott
Elected Members x2:	George Haywood
	David Carter

Co-opted Members: [TBC at first meeting of the new Trustee Board](#)

The Membership and Professional Standards Committee will comprise:

Chair:	Ian Macdonald
Vice Chair:	Paul Winstanley
Committee members:	Alistair Reid
	Chris Tam
	David Young
	George Haywood
	John Platt
	John Voss
	Paige Welsh
	David Richards
	Michael Colbourne

The BES Professional Sector Council will comprise:

Chair:	Dominic Dawson
Vice Chair (newly elected):	Mark Stephenson
Committee members:	Alistair Reid
	Caroline Hamilton
	Geoff Butters
	Patrick Fielder
	Mishra Vijendra
	Vince Sharpe
	Dean Greer
	Neil Keenan

Newly elected members:

The Environmental Professional Sector Council will comprise:

Chair:	Stephen Tweed
Vice Chair:	Graham Courser
Committee members:	Steve Burnage
	Chris Tam
	David Richards
	Ryan King
	Richard Battrick
	David McMorris

The Plant Professional Sector will comprise:

Chair:	Louis Lock
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Vice Chair:
Committee members:

Eugene Kobani
Mark Hansford
Matt Jenkinson
Ian Jackson

The IRTE Professional Sector Council will comprise:

Chair:
Vice Chair:
Committee members:

Nick Elliott
John Davies
Niel Mitchell
Ian Foster
Laurie Alford
Joe Williams
Richard Belton
Michael Hutchinson
George Haywood
Andrew Trigg
David Grogut
Chris Grime

Elected members:

Coopted members:

Garry Gilby:

On behalf of the Trustee Board, I would like to thank all our members for volunteering to serve the Society, and we look forward to working closely with you for the coming year. Also, I would like to thank those that applied for places on the Trustee Board, but were not successful this time, thank you for your interest and we appreciate the time and effort that was put into providing your application.

I now propose the Trustee Board, Membership and Professional Standards and the Professional Sectors are confirmed for 2024/2025.

Michael Sweetmore:

I second the proposal.

Garry Gilby:

Those in favour? ***Note: 6 people in the room raised their hands.**

Anyone against? ***Note: No one in the room raised their hands.**

Is anyone abstaining? ***Note: No one in the room raised their hands.**

Can I ask Emma Thompson to confirm the numbers cast by online proxy vote please?

Emma Thompson: "I can confirm 92 members voted for, including 1 member asking John Voss to vote on their behalf, 9 members voted against, and 3 members abstained. For those that participated [in live](#) voting online, please firstly may I remind you if you have already voted, we do know this, and we will have to amend the minutes accordingly.

So just from these votes currently, we now have:

- 96 in Favour
- 10 members Against
- 3 members Abstained.

Therefore, I can confirm the motion is carried by the majority."



Garry Gilby: "Thank you. I would like to take the opportunity to thank everyone for attending the twenty sixth Annual General Meeting of the Society. I will now formally close the meeting."

There being no further business, the meeting ended at 16.32pm.

***Please note the following:**

Agenda item one:

X3 members voted twice

Therefore, the final vote is as follows:

- 93 In favour
- 10 members Against
- 3 members Abstained.

Agenda item two:

- x2 members voted twice

Therefore, the final vote is as follows:

- 95 In Favour
- 10 members Against
- 2 members Abstained.

Agenda item three:

- x4 members voted twice

Therefore, the final vote is as follows:

- 92 In Favour
- 10 members Against
- 3 members Abstained.

Please note that the following question was raised by Alan Stroud after the meeting:

"My congratulations to David Carter on his election to the Board".

I was pleased to see the departure of three Directors in the last year but very disappointed that three other Directors were re-appointed in the passing of Resolution 3

Companies House records show that these people have served on the Board continuously:

Mr. Gilby for 18 years

Mr. Seymour for 11years

Mr. Sweetmore 11 years

... and now been re-elected again. This magic roundabout generated by or authorised by the Board has to be stopped.

This has happened despite Articles at the time detailing the duration that Directors serve on the Board. The current Articles and Rules are not fit for purpose in this regard and of course the Governance Handbook doesn't even exist.

Do you Mr. Gilby, Mr. Seymour and Mr. Sweetmore not have a moral duty to resign and allow others the opportunity of improving the governance of the Society?"

The Company Secretary responded with the below:



- **Garry Gilby** has now formally stepped down from the Trustee Board. His name was not read out during Item 3.
- **Howard Seymour** and **Mick Sweetmore** remain on the Board. Mick, although initially due to step down, applied for and was appointed as Honorary Treasurer, a position open to all members.
- **Howard Seymour** is scheduled to step down at the next AGM, which will be in September 2025. There has been significant change over the past year, and continuity is necessary for stability. Succession planning will commence once the President Elect position is filled in early 2025.