

**MINUTES OF THE ANNUAL GENERAL MEETING  
HELD AT THE INSTITUTE OF MATERIALS, LONDON  
ON 16 OCTOBER 2009 AT 1415**

Directors present: Cllr Paul Carter (Chairman)  
Cllr Louise Bloom  
Ms Diana Pogson (Company Secretary)

---

**1. Present and apologies**

Apologies were received from Cllr Tony Page (Director).

All members entitled to attend and vote who were present signed the attendance sheet and apologies were noted.

**2. Minutes of the meeting held on 14 September 2007**

The minutes of the previous Annual General Meeting of SEERA Ltd held on 14 September 2007 were read, approved and signed by the Chairman, Cllr Paul Carter. No AGM was held in 2008 as, following changes to the Articles in July 2008, there was no requirement to hold an AGM until 2009.

**3. Presentation by Catherine Drew, Partner, Charles Russell LLP**

Catherine Drew updated the members on the following topics:

Directors' duties

- The new arrangements which had been put in place for SEERA Ltd over the past year
- New Companies Act provisions affecting the articles of association
- The objects of the company
- Not for profit restrictions

**4. Appointment of Directors**

In accordance with the articles of association, the Directors for the forthcoming year were confirmed as follows:

Cllr Paul Carter – leader – conservative  
Cllr Louise Bloom – leader – liberal democrat  
Cllr Tony Page – leader – labour  
Cllr Mike Appleyard – other director – conservative  
Cllr George Beckett – other director – conservative  
Cllr Gordon Keymer – other director – conservative  
Ms Diana Pogson – interim managing director

---

**5. Approval of the accounts for the years ended 31 March 2008 and 31 March 2009 (herewith)**

The accounts for the years ended 31 March 2008 and 31 March 2009, together with the reports of the directors and auditors, were read and duly approved by the meeting.

Directors' remuneration as shown in the accounts was approved.

No dividends are payable for the years ended 31 March 2008 and 2009.

**6. Appointment of the Auditors**

Tenon Audit Limited was reappointed as auditors to the company, to hold office until the conclusion of the next general meeting at which accounts are presented. The board was authorised to fix their remuneration.

**7. Proposed change of company name**

Members agreed that the name of the company should be changed to SEEC Ltd as soon as it is practical to do so, but by 1 April 2010 at the latest. The Directors will trigger the process, which needs 75% of members to approve the change. This can be done by postal voting and doesn't require a special meeting to be convened.

**8. Any other business**

There was no other business.

.....  
Cllr Paul Carter  
Chairman

Dated: