

Chesil House
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Winfrith Newburgh
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Communicated via registered
member email address

Ref: MX-LT-013

15th September 2023

Dear Member

Notice of Market Cross AGM 2023

The Annual General Meeting (the ‘AGM’) of Market Cross UK Limited (the ‘Co-op’) will be held at 10.00 a.m. on Friday 29th September 2023 in Room G20 at Chesil House, Dorset Innovation Park, Dorchester DT2 8ZB. The Notice of the AGM (‘Notice’) is set out in this document.

This is the eighth AGM of Market Cross UK Limited, company no. IP32435. The AGM is open to all member groups and I would like to invite you to come to the AGM with ideas and suggestions for how members can influence the running and the direction of the Co-op.

A number of resolutions have been submitted to the board and these are described in the Notice attached to this letter. If you wish to propose further resolutions then please contact me at least 48 hours before the start of the meeting. Some resolutions may be proposed during the meeting while others must be proposed in advance of the attached Notice (and will therefore be submitted for at the next General Meeting).

If you are unable to attend personally then you can join us on Teams - please ask me for details. Alternatively you can ask me for a proxy appointment form which will allow you to appoint a proxy to act on your behalf and exercise your rights to attend, speak and vote at an annual general meeting.

Recommendation

The Board believes that the Resolutions are likely to promote the success of the Co-op and are therefore in the best interests of the company. The directors recommend that you vote in favour of the Resolutions.

Greg Wells
Director and Company Secretary
Market Cross UK Limited



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 AGM of Market Cross UK Limited ('the Co-op') will be held at 10.00 a.m. on Friday 29th September 2023 in Room G20, Chesil House, Dorset Innovation Park, Dorchester DT2 8ZB.

Provisional Agenda

1. Presentation of Accounts / Financial Statement 2022/2023
2. Presentation of Social Accounts 2022/2023
3. Presentation of Consensus on Director and Officer Appointments
4. Vote on Ordinary Resolutions
5. Vote on Special Resolutions for User Members only
6. AOB

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following Resolutions as ordinary resolutions (see Notes overleaf):

Resolution 1

To accept the Annual Report / Financial Statement for the period April 2022 to March 2023

Resolution 2

To accept the Social Accounts for the period April 2022 to March 2023

Resolution 3

To accept the Director and Officer Appointments for the period October 2023 to September 2024

Resolution 4

To keep membership fees at £69+VAT (1-3 employees), £139+VAT (4-10 employees), £949+VAT (>10 employees).

SPECIAL RESOLUTIONS (USER MEMBERS ONLY)

User members only to consider and, if thought fit, to pass the following Resolutions as special resolutions (see Notes overleaf):

Resolution 5

Disapplication of the audit requirement for the year 2023/2024.

By order of the board
Greg Wells
15th September 2023
Director and Company Secretary
Market Cross UK Limited
Registered in England and Wales, Company No. IP32435

NOTICE OF MEETING | NOTES

Notice of Annual General Meeting 2023

Notes

The Resolutions numbered 1 to 4 are proposed as ordinary resolutions, which must each receive more than 50 per cent of the votes cast in order to be passed.

The Resolution numbered 5 is proposed as a special resolution cast by user members. In accordance with the Co-op Registered Rules, only user members may vote on this particular resolution.

Resolution 1 (financial accounts)

The directors are required to present the financial accounts to the meeting. Members are to vote on whether to accept the accounts.

Resolution 2 (social accounts)

The directors are required to present the social accounts to the meeting. Members are to vote on whether to accept the accounts.

Resolution 3 (director and officer appointments)

The directors are required to present the consensus for the company director and company officer appointments. Members are to vote on whether to accept the consensus.

Resolution 4 (membership fees)

Membership fees to remain at 2022/2023 prices. Members are to vote on whether to accept the fee regime.

Resolution 5 (disapplication of audit requirement)

User members will consider a special resolution to disapply the audit requirement for the current financial year (2023/2024). This resolution will be passed only if less than 20% of the total votes are cast against; and less than 10% of the total number of eligible voters cast their vote against.

Important Notes

The following notes explain your general rights as a member and your right to attend and vote at this AGM or to appoint someone else to vote on your behalf.

Voting by proxy

A member entitled to attend and vote at the meeting may appoint another person (who need not be a member of the Co-op) to exercise all or any of his/her rights to attend, speak and vote at the meeting.

A proxy does not need to be a member of the Co-op but must attend the meeting to represent you. Therefore your proxy could be the a member of the board, a Co-op member, a friend or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the meeting and voting in person.

A proxy may demand, or join in demanding, a poll. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an officer duly authorised. To be valid, a Proxy Form must be received by the Company Secretary **not later than 48 hours before the time of the meeting** or any adjournment thereof, together, where the Proxy Form has been signed by an officer on behalf of a corporation, with a notarially certified copy of the authority under which it is signed.

Documents available for inspection

Copies of the following documents will be available for inspection at the following locations:

- 1) At the Registered Office of the Co-op during normal business hours (Saturdays, Sundays and public holidays excepted, advance notice required);
- 2) On the online membership portal: <https://members.marketcross.org/agm> (from Tuesday 19th September);

- 3) At the location of the meeting (Room G20) from one hour before the start of the meeting until its conclusion.

Documents as follows:

- a) a copy of the Registered Rules of the Co-op;
- b) a copy of the Annual Report / Financial Statement;
- c) a copy of the Social Accounts; and
- d) a copy of the Consensus on Director and Officer Appointments

Electronic Communications

You may not use any electronic address provided in this Notice to communicate with the Co-op for any purposes other than those expressly stated.

DEFINITIONS

“**Act**” the Companies Act 2006, including any statutory modification or re-enactment thereof.

“**Annual General Meeting**” or “**AGM**” the annual general meeting of the Co-op scheduled to take place in accordance with it this notice.

“**Board**” the board of directors of the Co-op (or a duly appointed committee of the Board).

“**Business Day**” a day other than a Saturday or Sunday or public holiday in England and Wales.

“**Chairman**” the elected chairman of the Co-op.

“**Company Secretary**” the elected company secretary of the Co-op.

“**Consensus**” an opinion or position reached by, and traceable to, all qualifying members.

“**Co-op**” Market Cross UK Limited, a company incorporated in England and Wales (registered number IP32435), whose registered office is Chesil House, Dorset Innovation Park, Dorchester DT2 8ZB.

“**Director**” a director of the Co-op, elected or otherwise.

“**Form of Proxy**” the form of proxy with respect to the AGM.

“**Managing Director**” the elected managing director of the Co-op.

“**Registered Office**” the office formally registered with the Financial Conduct Authority (FCA); that being Room 2.34, Chesil House, Dorset Innovation Park, Winfrith Newburgh, Dorchester DT2 8ZB.

“**Resolutions**” the resolutions to be proposed at the Annual General Meeting.

“**Treasurer**”, the elected treasurer of the Co-op.

“**UK**” or “**United Kingdom**” the United Kingdom of Great Britain and Northern Ireland.