

CHELMSFORD STAR CO-OPERATIVE SOCIETY LTD

MINUTES OF THE SPECIAL GENERAL MEETING OF MEMBERS

held on Tuesday, 5 August 2025
held at the Records Office, Wharf Road, Chelmsford CM2 6YT,
commencing at 6.30 pm.

Directors Present: Mr A Price – President (Chair)
Mrs P Dodd (PD) and Mrs J Saunders (JS)
Messrs S Birmingham (SB), R Hyland (RH), J Shand (JS), B Stops
(BS) and D Van Sertima (DVS)

Officials Present:

Mr B Wood	Chief Executive Officer
Mr B Smith	Chief Operating Officer
Ms L Waghorn	Chief Financial Officer
Ms E Laycock	Society Secretary Services

1. Taking of attendance & confirmation of quorum

The Society Secretary confirmed that the meeting was quorate.

2. Welcome

The President welcomed the Members to the Special General Meeting and introduced the Society CEO Barry Wood, the Society Secretary Emma Laycock and from Central Co-op their CEO, Debbie Robinson, and Vice-President, Richard Bickle.

The notice was taken as read. Any Members without a copy of the Agenda or the Standing Orders were given the opportunity to receive copies.

The Society Secretary confirmed that the meeting was being recorded for the purposes of the minutes, that the meeting was being streamed to one other room in the venue, the voting process and the role of the tellers. It was confirmed that a ballot box in the reception area was open for those who felt they had sufficient information to cast an informed vote at any point during the meeting. She confirmed that the vote count would be independently scrutinised by Keiran Lowe, from Aquabridge Law Solicitors.

The President introduced Barry Wood, CEO, who briefly provided the rationale – objectives and risks - for the recommendation to transfer engagements to Central Co-op.

Summary of objectives

- To protect £7.6m of our Members' money
- To preserve as many colleague jobs as possible
- To ensure past and present colleagues' pensions are safe and protected
- To be able to invest in the trading outlets

Risks

- Inability to pay Dividend

- Inability to pay Interest on Members' Share Capital
- Potential breach of overdraft limit

3. Confirmation of Results from the Special General Meeting held on 16 July 2025, and confirmation of the purpose & process of this meeting

The Society Secretary shared the ground rules for the meeting. She confirmed that tonight's meeting was required under the Co-operative & Community Benefit Societies Act 2014 to confirm the decision taken on the 15 July 2024, she provided the breakdown of votes cast at the last meeting. She confirmed that tonight's decision required a simple majority of votes and explained that members would be asked to vote by ballot to enable the counting of the votes.

The Society Secretary then opened the floor to questions and confirmed that we would take questions from both rooms.

5. Questions, vote & confirmation of results on Motion 1

Emma Laycock confirmed the process for asking questions in all rooms and reminded members of the Standing Orders of the Meeting, she welcomed questions from the floor.

Judith Forsgate asked, with regards to share capital, whether members would be able to 'sell in full' and whether Central Co-op would pay out in full and what forms were needed to request this.

The Society Secretary responded: Chelmsford Star membership and investments (share capital) will be transferred to Central Co-op as part of the transfer of engagements. If a member wishes to withdraw your investment then members will do so following Central Co-op's Rules, which state that withdrawals are limited to 10% of shareholding annually. If you want to withdraw more than 10% or wish to leave as a member, the Central Co-op Team will be in touch after the 15 September to provide a telephone number and email address so that applications can be made.

Pam Goldburger asked how much notice would be given if a decision was taken to close a food store(s).

Debbie Robinson, CEO Central Co-op responded: Discussions are ongoing looking at the financial viability of both Central and Chelmsford's food stores. The intention is to keep as many open as possible, and with reducing the central costs this will make stores more viable into the future, it is possible that stores that have been loss making for a long period of time may need to close if a range of activity to improve profitability is not effective. She confirmed how interested Central Co-op is in the Chelmsford Star colleagues, members, customers, shops and funeral homes, and that there is an appreciation of how unsettling this period is but the intention is to ensure a viable long term future.

Gill Parker stated that some people think the Co-op is just a shop with a loyalty card and do not understand the ethical basis and the support provided to fair trade products, will Central Co-op raise the profile to make the difference clearer?

Debbie Robinson, CEO Central Co-op responded: Central understand the great work undertaken by Chelmsford Star in Lesotho, Central has a similar project to bring Malawi out of poverty, they do this through trading with them and stocking a range of their products which will be stocked in Chelmsford Star stores going

forward. Debbie confirmed that Central will look at the Lesotho project and whether any of the previous activities could be regenerated. Debbie confirmed that we should be much more vocal about the impact of shopping in a co-op.

Susan Sullivan asked what opportunities there will be for elected members of Chelmsford Star to be involved with central Co-op, are there any special provisions as part of the transition or are we starting from scratch.

Debbie Robinson, CEO Central Co-op responded: We can see here, and at the previous meeting, that Chelmsford Star is a passionate co-operative society with a very good reputation as a true co-op. It is Central's intention to retain the commitment to the Pride of Essex Awards, Chelmsford Star Community Fund and the Co-op Party. Central are looking to create a Members Community Council in this area which they hope Chelmsford Star members will join – this is the route to joining the Central Board.

Malcolm Wallace confirmed that Debbie had already answered his question, he thanked her for providing details of Central's intent on what will happen in the future.

Anna Hughes asked whether colleagues' years of service and dividend entitlement will be transferred over or if they are starting from scratch.

Debbie Robinson, CEO Central Co-op responded: Your rights as a colleague will transfer and will be protected. There are some differences with regards to length of service benefits that are being looked at. Length of service and everything accrued as a colleague will transfer over.

Donna Hyde asked if there was any further information as to the future of the travel departments.

Debbie Robinson, CEO Central Co-op responded: Central had a travel business until around 6 years ago when it was transferred to Midcounties Co-operative. Preliminary conversations have been had with Midcounties who are interested in evaluating the two Chelmsford Star travel branches with the intention to maintain them. When Central transferred its travel business to Midcounties the benefits for Central colleagues and members were maintained.

With no further questions the Q&A session was closed.

The President proposed Motion 1 "That the special resolution passed on the 16 July 2025 transferring the engagements and assets of the Society to Central England Co-operative Limited is hereby confirmed." The motion was seconded by Malcolm Wallace.

The Society Secretary confirmed that the vote would be by ballot and outlined the voting process. Members were asked to mark their vote, 'for' or 'against', on the voting card marked 'Motion 1'. Members were reminded that an abstention would not be counted as a vote, if they wished to abstain then they should spoil their voting card or not pass it to a teller.

The tellers brought around the ballot boxes for members to cast their vote. Members were permitted to leave the meeting rooms and were advised to be back in fifteen minutes to receive the results.

Ten minutes later, the President called the meeting back to order and confirmed that the results had been independently verified and were as follows:

Votes for – 201*
Votes against – 1

The President confirmed that the vote had reached the simple majority required by the Rules and that the vote had passed and that the members have voted in favour of a transfer of engagements to Central Co-op. The Boards and colleagues of both societies will work closely together over the next few weeks to ensure a transfer date of 15 September 2025. The President invited Barry Wood to speak.

Barry Wood said that the members of Chelmsford Star had been asked to make the most difficult decision since 1982 when a transfer of engagements was last proposed to members. Every member who has cast a vote has a vested interest in the future of the Society, from the outset there has been no easy decisions, especially for colleagues. We are aware this causes anxiety, and we will be working with you all to try to manage your anxiety. The outcome of these two special general meetings shows that democracy is alive and well in Chelmsford and co-operation in Essex has been secured for the future. He thanked members for attending and exercising their democratic rights.

Barry Wood invited Debbie Robinson to speak. Debbie thanked the members and noted the significance of the decision that has been made. The decision is two truly co-operative societies coming together in co-operation, democracy lies at the heart of the Movement and the SGMs have been a clear expression of that principle in action. Debbie introduced Central's Vice-President Richard Bickle and Board Member Bob Burlton, Andy Seddon Society Secretary and Selena Butterfield-Mashoofi Chief Finance & Technology Officer and Lee Bevan and gave apologies from the President Elaine Dean. Debbie recognised Barry's exceptional leadership of the Society and thanked him for always doing what is best for the Society and its colleagues and members. She acknowledged Tony Price, President, and the Chelmsford Star Board of Directors and thanked them for putting members and colleagues at the heart of their decision making. Debbie confirmed their ongoing support of the Pride of Essex Awards, the Community Fund and the Co-operative Party, and understands the responsibility related to the £7.5 million of members' money. Debbie confirmed that Central values the Chelmsford leadership, the shops are great and standards are high, there is a funeral business that cares passionately about those in its care, together we will have greater access to capital to invest and grow the Society. The process of integration will be shaped by the colleagues and members, whilst it is a period of uncertainty Debbie confirmed that she and colleagues are here to listen and learn from colleagues, including in relation to the transition from weekly to monthly pay. Central will be providing a 'Lets Connect Chelmsford' portal where colleagues can post questions. This is a decision for the future, Chelmsford Star will become part of Central but we will honour its heritage, we very much look forward to working with you.

The President thanked the Members for their attendance and closed the meeting at 7:25 pm.

..... *Chair*

*Following a further scrutiny process, the final voting results were 200 for, and 1 against.