

ESSA Ltd Annual General Meeting 2017
Thursday 27 April 2017 – 2.45pm
The Riverboat Jewel of London
Festival Pier
Lambeth
London SE1 8XZ

Company Number 6768261

Companies in Attendance

4D Design	DSALive	Nimlok Limited
A Perton Signs	Equinox Design Ltd	Octanorm UK
A1 Event Exhibition & Office Cleaners Ltd	Europa International	Reeds Carpeting Contractors
Advent Exhibitions Ltd	EventShaper	Resolutions Ltd
Agility Fairs & Events	Expoplatform Ltd	Rocket Print & Promotions Ltd
Alfa Display & Design Ltd	Freightlink	Show Data Systems
Aztec Event Services	Full Circle Events & Exhibitions Ltd	Smart Digital Ltd
beMatrix UK Ltd	GES	Sommer Event Flooring Ltd
Bill Moule and Sons Ltd	Hollywood Monster LTD	Symbiosis UK Ltd
BRANDSAINTS Ltd	InEvexco Ltd	The Barista
Bray Leino	Insite Graphics	The Event and Exhibition Partnership
Briggs Equipment UK LTD	J&C Joel	The Inside
Concept Furniture	JMT Indisplay Ltd	Towergate Coverex
Create AV (UK) Ltd	DMNdesignbuild	Vividink PR
Creative Hire Ltd	DSALive	Warwick University
D T Structures	Jungheinrich UK Ltd	Ways & Means
Dimension 8	Ledridge	Zero 1 Exhibitions
DMNdesignbuild	LiveBuzz	Zone Exhibitions Ltd
	Mash Media	

Andrew Harrison, ESSA Director opened the meeting and welcomed everyone to the 2017 AGM.

1. Apologies for absence and note proxy representation

The following companies sent their apologies for absence.

Aston Displays Ltd	EventCreate Ltd	Project::4
Clements & Street Design Build Ltd	EXIB Ltd	Joe Manby Ltd
Cook & Associates	Hamilton Rentals	Maelstrom Event Solutions
Creative Marketing Environments Ltd	Hirex Ltd	MEMS International Ltd
D Donovan & Sons (Carpet Services) Ltd	Hytex Communication Services	Rapiergroup
DCE Group	Hytner Exhibitions	Schenker Fairs & Exhibitions
City Creative Ltd	Imagine Events Ltd	Sharman Shaw Exhibitions Ltd
DB Systems Ltd	Index Group	Showlite Ltd
East Coast Exhibitions	East Coast Exhibitions	Smart AV
	Intermark	

The following proxy representation was noted:

Proxy Vote Received from:	Proxy Vote Given to:
Hirex Ltd	A1 Event Exhibition & Office Cleaners Ltd
Index Group	DMN Ltd
Schenker Fairs & Exhibitions	Eventshaper Ltd
Joe Manby Ltd	Eventshaper Ltd

2. To approve the minutes of the last Annual General Meeting held on 14 April 2016

Approval of the last minutes was proposed by Mark Clayton, InEvexco Ltd, and seconded by Dave Sargent, DSALive. There were no comments or questions from the floor.

3. To elect the members of the Board

The ESSA Director Andrew Harrison (AH) explained that one third of the Board was required to stand down annually by rotation and one Board Member had resigned during the last quarter of 2016 resulting in five vacancies for the Board. There were four Board members standing for re-election; Steve Barratt, Full Circle Events & Exhibitions Ltd; Martin Cottrell, A1 Event & Exhibition Cleaners Ltd; Andrew Kennedy, A Perton Signs Ltd; John Robson, Aztec Event Services and a further three nominations for the Board had been received: Antony Burton, beMatrix UK Ltd., Lou Kiwanuka, Events Shaper Ltd, Neil Warren, Jungheinrich UK.

As seven nominations had been received for five vacancies an election would be required. AH advised that each member had been allocated one voting slip upon registration together with any recorded proxy votes. Each member company was permitted to select up to 5 candidates on their voting slip. The Board Nomination profiles had previously been communicated to the membership via an ESSA News email and hard copies of Board Nomination Profiles were also provided at the meeting. The floor had therefore been given time to review the profiles before making their vote. AH asked the floor for confirmation that each member had completed their vote and posted their voting slip into the ballot box. Margery Youngs, the ESSA Company Secretary then collected the voting slips and counted the votes.

AH thanked all candidates for their nominations and the following were elected to the Board:

Antony Burton, beMatrix UK Ltd
Martin Cottrell, A1 Event Exhibition & Office Cleaners Ltd
Andrew Kennedy, A Perton Signs Ltd
Lou Kiwanuka, Events Shaper Ltd
John Robson, Aztec Event Services

4. Special Resolution: Changes to the Memorandum and Articles of the Association (Appendix 1)

AH explained to the floor that although one third of the board are required to seek re-election by rotation, it was felt that those that do not show sufficient attendance at meetings should automatically be required to seek re-election at the next AGM.

It was therefore proposed that a Board member that cannot show at least 50% attendance throughout the year without good reason will be required to automatically stand for election at the following AGM.

AH then asked the floor to raise their hand if they were against the proposal to change Article 48 of the Memorandum and Articles of the Association to reflect the proposed rule change as outlined in Appendix 1 of the AGM papers.

It was recorded that no one from the floor raised their hands objecting to the proposal, therefore the floor were in unanimous agreement to the proposed rule change.

Motion carried.

5. To receive the Chairman's report

The ESSA Chairman, Chris Criscione (Equinox Design Ltd) reported as follows:

I'd like to start by welcoming you all to the ESSA 10th Anniversary AGM and express how immensely proud I am at taking over as ESSA Chairman for 2017/18, especially so with it coinciding with our 10th Anniversary.

For those of you I've not had the pleasure of getting to know over the years, I started my company Equinox Design in 1983 and ever since then I have been heavily involved in the industry from an association point of view.

I am an ex-President of BECA and have now served on the ESSA Board since 2012. The dual role of sharing in the responsibility of running a business whilst also spending a considerable amount of time on

association duties presents itself with a unique challenge, and for the half a dozen or so industry colleagues who have had the fortune to be Chairman in the last 10 years, it definitely presents you with a unique perspective of the world we all work in and some very unique insights.

Looking back 10 years, I was here, on this very boat and I was very protective of the association (BECA) I was once a member and President of but I also acknowledged that the brightest future for our sector with regard to representation and working together during times where the world around us was moving faster than ever sat with a new partnership between BECA and the AEC; and the world has never really slowed down.

As an association that celebrates 10 years throughout 2017, and representing such a broad church of suppliers and service providers, ESSA, via the secretariat, the Board, various industry working groups, events and you the members, we manage to achieve so much on behalf of the industry and our sector. Very often it is the unseen work that takes place, something I imagine we all recognise within our own businesses, that keeps us all driving toward our goals.

The work of an association is central to helping us achieve all of our aims as a collective. A lone voice rarely achieves that of a collective voice and ESSA has and will continue to be that voice for our industry.

The coming months and years will prove to be a very exciting time to be part of our industry and part of ESSA.

I'd like to extend my gratitude to the ESSA Board; Steve Barratt (Full Circle), Martin Cairns Vice Chairman (Reeds Carpets), Mark Clayton (Inevexco), John Robson (Aztec Evet Services), Martin Cottrell (A1 Event and Exhibition Cleaners), Nick Marshall (GES), Simon Ridout, (Dimension 8), James Rook (Nimlok), Dan Edwards (Mash Media) and Andrew Kennedy (Perton Signs) who I took over from as Chair and I must put it on record as saying what a very successful 2 years as Chairman it was.

The last year saw unprecedented levels of Board attendance and engagement in several new sub groups and initiatives to help drive ESSA forward into the future. I am also very happy to report another year of increased engagement from within membership via our events, working groups and day to activities.

Today sees a Board election which, for me personally, is very encouraging. It shows there are members out there who are passionate to continue to help ESSA attain our goals and bring new skills to the table if elected. The best of luck to all those taking part.

Brexit has also become a hotly debated topic that is still top of all of our lists when it comes to deciphering the complex equations that are set out in front of us. We hoped to have Nick DeBois stood before us later to talk a little more on the subject, unfortunately with the snap general election that was called, Nick has been chosen to stand for the seat he lost back in 2015. With such little time before the vote, he's now been committed to events outside of his control. However, via various member surveys, feedback from industry groups such as the BVEP, speakers at our member conference and most recently the two member webinars focusing on Brexit, we hope that the vast majority have been able to start considering you next moves as a company.

Before I take my seat back amongst you, I wish to briefly talk about a topic that is very close to my heart and one which I will be spending a lot of my time as ESSA Chairman trying to initiate changes. The lack of young people choosing our industry as a career.

We have I believe a problem that is industry wide. Difficulties recruiting young designers, marketers, chippies, project managers, electricians, general administrators; you name it, our industry has fallen near to the bottom of a very long list of industries with whom young people are engaging with. We are an industry where every other person 'fell into it by chance'.

As an industry across the board we have failed over the past 10, 20, 30 years to realise this issue or tackle it with any form of long term aims. We've elected to plug holes, quick fixes and headline grabbing schemes when in fact we have to have the courage, commitment and the foresight to take on a problem that may take 5, 10, 15 years to turn around.

Myself and ESSA Director Andrew Harrison have already begun a process of partnering and visiting colleges and universities which resulted in ESSA becoming an official partner of Lincoln University in late 2016, we hope a similar relationship with Leeds and Huddersfield will soon follow.

On our last visit to Leeds, Andrew asked the 30 or so designers in the room how many had even considered our industry as an option. 1 person put their hand up but even that wasn't convincing. By the end of the session we had 9 students show a keen interest in following up with ESSA and its members and 3 have since gone on to find placements via ESSA. Very simple, straight forward but highly effective. Young people want opportunities, they want careers and they want an industry that shows an interest in them.

Our problem is resource. We will be publishing new information to aid in the recruitment of young people into our industry and we will travel and visit with you as many colleges, schools and universities as it takes; one at a time, steady effective change. We will offer students free individual memberships to keep them connected and informed but what we need to do as an industry is actually start to put our money where our mouth is. We need to support the long term efforts of ESSA and the industry in attracting young people by way of employment, placements, mentoring and working together.

Speak to myself or Andrew if you wish to get involved immediately or if you already have connections/partnership with any colleges, schools, universities or apprenticeship schemes. This will hopefully be the starting point of a long term vision for our sector and the industry as a whole.

Keep communicating and keep the passion to make our industry stronger.

6. To receive the ESSA Director's report

I needed little inspiration or guidance for my Directors report this year, if you hadn't already noticed 2017 for us is heavily dominated by the number 10. 10 years as an association of which I have had the distinct pleasure of being involved with for 6. In fact, when we asked members to pass comment on the last 10 years, one stuck out.

"The industry needs ESSA. ESSA represent the people and companies who work at the sharp end delivering on promises and commitments to our clients and quite often other people's clients The industry goes the extra mile, and we produce cities in the space of a few days. We work for an industry that we should all be proud of and ESSA has and will continue to be our collective voice".

For those of you who have been members from the start you may remember boarding this very vessel 10 years ago to celebrate, experience, witness the coming together of BECA and the AEC and like any good boat that traverses the Thames, ESSA has had to tackle many challenges, steer a path through occasional murky waters and from time to time, re-assess and set a different course in order to achieve its goals. And let's not skim over the fact that this marriage 10 years ago wasn't to everyone taste; but the passion was and still is tangible and that went a long way to making it work.

Under the directorship of Chris Skeith and 12 new Board members the task was one of moulding an association with the desire of achieving parity of voice across the industry for our members and our sector, better and closer links between key stake holders in the industry and to be more than ever a united front on key industry issues that affect you.

Facing the new association a mere 6-8 months from its inception was the most severe recession for a generation and for those involved behind the scenes these were very unwelcome conditions in which to consolidate the membership and spring board into a new era.

But spring into a new era we did and I think those first 3-4 years once we came out the other side of the international financial crisis were possibly the most important to weather as a new association and our sector as a whole.

Between then and now, we've moved on to our 6th Chair.

1. Mark Lamont of DMN
2. Steve Barratt of Full Circle Events
3. John Robson of Aztec
4. Nick Marshall of GES
5. Andrew Kennedy of Perton Signs
6. Chris Criscione of Equinox Design

We have a number of Board members who have served since the start without break; Martin Cottrell, (A1 Event & Exhibition Cleaners), Nick Marshall, (GES), John Robson, (Aztec Event Services); and a huge

amount of credit must go to those who currently serve as Board members who I haven't already mentioned: Martin Cairns (Reeds Carpets), Mark Clayton (InEvexco), Steve Barratt (Full Circle), James Rook (Nimlok), Dan Edwards (Mash Media), Simon Ridout (Dimension8) and Andrew Kennedy (Perton Signs).

I could stand here for the rest of the afternoon if I was to regale all of the achievements, challenges that were met and also spoke about those challenges that remain for ESSA and our industry.

But briefly; we've taken leading roles, been asked to comment, get involved, offer a voice with and on behalf of our members on topics such as:

- Approximately 450-500 columns, articles and key news releases, campaigning, promoting and advising.
- Electrical regulations
- Key participation within the x-association working groups – leading maintaining and often changing how we do things as an industry
- Quadrupling of conference attendance and continued improvement of content over the last 10 years
- Work with CiTB
- Continued investment in the Use and ESSA Member campaign and recordable growth in its success
- Support of FaceTime and more recently the FaceTime Masterclasses
- Continued E Guide venue guidance input and support.
- CDM – roadshows, apps, specific websites, industry guidance
- Working at height
- Ongoing Build up and breakdown discussions
- International expansion and awareness via network of key associations and international influencers
- H&S regulations and updates
- Feeding into numerous governmental groups, most recently on topics such as future proofing post Brexit
- Developed new and varied ways of communicating with members.

We've also seen key investment in member services over the years in areas such as:

- H&S technical updates
- Most recently updates to the Bond to include International cover
- Legal helplines
- Accounting, taxation and VAT advice helplines
- Discounted insurance and improved insurance advice
- Discount card
- E-learning

THE NEXT 10 YEARS:

- Continue to Create a brand synonymous with quality/kite mark/logo
- Promote the kite mark/UAEM
- Promote pride, community, differentiator, achievement
- Continue to drive and develop standards
- Our relationship with sister associations and their products/services
- Growing voice and impact on key issues affecting our sector.
- What do members value, continue to listen to what their priorities are
- Investment in training, education, growth in attracting young people into our industry.
- Increased focus and investment in - Use an ESSA member – end user and organiser level
- Review member services constantly

I personally believe the next 10 years will see the potential for further regulation imposed upon our industry and for ESSA that means we need to be pre-emptive and continue with the work with various

bodies to make sure we meet the levels required and we continue to educate, inform and promote a general betterment.

Fast forwarding to 2016; it was quite an eventful year.

Membership

Levels remained extremely robust during 2016, seeing us end with 232 member companies, continuing a trend of 3 successive years where membership of the association has gone up. Simon our sales manager, working in tandem with our membership department and marketing team have developed a far more targeted and timely approach to new members, a process that will only continue to improve with the now completed implementation of a new CRM system.

Member events

2016 saw another year of increased engagement with the member conference in November breaking through the 150 delegate mark for the first time with general satisfaction levels for the event being very high. Although for one speaker (nameless) you rated him either excellent or rubbish; there was no in-between. I think that demonstrates the diversity of our membership excellently whilst also painting a picture of the difficult task of running a membership conference for such a broad audience.

Last Year's AGM saw excellent attendance and our annual industry charity Golf day is very much selling itself at the moment and long may that continue. No disrespect to the event or those who enjoy the day but the less time we spend selling and planning, the more time we have on the day job.

I truly hope that the vast majority of those who were able to attend our events last year and previous years can see the development and work that goes into them. I can't stress the importance of speaking to other members about your positive experiences at our events.

Key milestones

- Lincoln University partnership (also in conversation with Leeds and Huddersfield)
- DIT partnership

Marketing / PR

Engagement with our website (member area), email and social media has continued to grow (10% growth website traffic, 35%+ email open rates). We are trying to deliver content that is more timely and specific and with our incumbent CRM system we hope that in time, you will be able to choose what information you receive from us and when. PR, which is very important to us as an association has seen 39 articles and over 70 other key press related stories over the year. The total reach of these stories within the wider community on social media is actually mind boggling.

Use an ESSA Member (UAEM)

- Continued partnership with FaceTime and their Masterclass's which started at Excel, moved to the NEC, then finally Euston Square. This gave ESSA unprecedented access to exhibitor companies as well as strengthening our relationship with organisers and venues.
- Category sponsorship at several industry awards
- Partnership of the AEO Conference and forums
- Presence at Confex, Event Tech Live, IFES Istanbul
- 50,000+ emails to exhibitor companies with significant increase in traffic to our member listing pages.

2016 member research

Resulted in 42 member issues and initiatives being raised that you believed could potentially move ESSA, our sector and our industry forward. Not a single one of your proposals failed to receive a response, action, progressed to completion or has helped us develop a new system to tackle the problem and is ongoing.

We will do the same later this year.

2017 so far

- 14 new members with 4 applications pending
- First Masterclass partnership of the year activated
- EN 10th anniversary award

- Enhanced AEO partnership with partnership of forums, conference and category sponsorship of AEO awards.
- SASie – released
- Increased scope of member services to include free unlimited access to HR and accounting support in addition to the legal support and H&S support already provided
- Working towards signing up further educational institutes
- Recruitment videos and collateral
- Ran first ever webinar in what will hopefully be the first in a series covering multiple events.
- Working towards providing a regular flow of information for members with regard to Brexit
- New website

So how do I summarise the last 10 years?

I'll start by saying we have a lot to do, that I am certain of, it will never end, in fact the list will probably get longer as is the nature of life when you try to change. But we are an association that has and will continue to grow in providing our members and sector with an increasingly strong voice. It can be easy to forget that we have led the debate on some key issues (provision of venue mains/CDM) and we are at the beginning of tackling others with regard to Health and Safety at key times during our working lives. We have become a first port of call when the industry needs solutions and answers to some vexing issues.

Thank you finally to you the members; such an inspiring group of businesses and people. I hope that you are sharing in our continued success as an association and you are able to draw from many of the key developments in how we market you via our UAEMC, challenging industry issues our events or the various services available. I'm only able to scrape the surface of what takes place in a calendar year during this short report, I would encourage every single one of you look at new ways that you can benefit from your membership.

I'll also take a moment to thank the secretariat and Board who are fully committed to delivering an association of the highest caliber. The team back at ESSA HQ; Christine, Simon, Kay, Margery and Teri; they are a professional team, dedicated to the members and really care about the industry.

So from me Happy Birthday ESSA and I look forward to the next 10 years.

7. To receive the Treasurer's Report

Margery Youngs, the ESSA Company Secretary and Financial Director reported to the floor on behalf of the ESSA Treasurer, John Robson (Aztec Event Services) as follows:

2016 was yet another excellent year financially for the association, posting a profit before tax for the year of £9,341 and with reserves at the year-end of £185,864.

As in previous years, income was made up from members' subscriptions, the Golf Day, the ESSA Conference and various marketing partnerships. Turnover for the year at £414,508 was £3,000 higher than in 2015. Whilst membership subscription income was £8,000 and the Golf Day was £5,000 higher than 2015, this was offset by £6,000 lower income from the Conference and £2,500 lower Other Income. The Conference income reduced by £7,000. Whilst delegate income remained at £6,500, sponsorship reduced by £7,000, mainly due to Towergate not renewing their sponsorship of the event. Our international partnership ending mid-year reduced Other Income by £2,500.

In terms of the number of members in the Association, we started the year with 231 members. During the year 27 new members joined, 26 members resigned, so we ended the year with 232 members, a net increase of 1 member.

Turning to Cost of Sales, at £78,000 these were £16,000 higher than in 2015. In line with the increased income from the Golf Day, expenses for the event also increased by £5,000. Conference expenditure increased by £7,400 with the further investment in speaker fees and AV. The outsourcing of the Law & HR hotline for a full year in 2016, compared to a part year in 2015 increased by £2,000.

Turning to Administrative Expenses, these were £329,000 which was £7,000 higher than in 2015 due to investment in the secretariat function.

It is worth noting there were no bad debts in 2016 compared to £4,000 in 2015.

Interest received increased by £583, as we constantly seek out the best deposit account rates in a very poor market. Reserves are held on risk free interest earning bank deposit accounts.

In terms of ESSA's Corporation Tax liability, we are very fortunate to have a "mutual trading" status with HMRC such that the corporation tax liability of £478 was calculated only on the bank interest at 20% and 0% on the trading profits, giving an effective rate of only 5% on the total profits.

Turning now to the individual items on the Balance Sheet:

ESSA's investment in the shares of EIA Ltd increased by 8% to £328, which is 32.7% of the voting shares in EIA Ltd.

Current Assets totalled £676,695, of which £302,000 were cash in the bank. The remaining balance was Debtors at £374,000. Of this, trade debtors were £334,000 and these were made up of invoices for 2017 subscription fees, issued before the year end to improve cashflow. All trade debtors were less than 30 days old and none were over-due at the year-end. The other major component of debtors related to the prepaid insurance premium for the ESSA Bond cover for 2017.

Creditors of £491,000 was primarily made up of the deferred revenue from 2017 members' subscriptions deferred to the balance sheet, to be released into the 2017 profit and loss account. The VAT for those invoices also sits in creditors awaiting payment to HMRC. The majority of the trade creditor of £78,000 was money owed to EIA Ltd for the Q4 2016 secretariat fees. This was paid in early 2017.

The net profit after tax for the year of £8,863 was added to the retained earnings brought forward to give ESSA Ltd a net worth at the end of 2016 of £185,864.

Whilst at first glance there appears to be an anomaly between the amount shown in the Profit and Loss account to run the secretariat on page 11 and the figures on page 10, note 7 Related Party Disclosures, both figures are different but correct. The figures on page 10 are the actual values of invoices and credit notes and differ from the figures in the Profit and Loss Account, which are calculated on an accruals, rather than on an invoice bases.

In their letter to the Board our Auditors, Colin Gray & Co. wrote that "During the course of our audit there were no matters that came to light whilst carrying out our normal tests which we need to bring to the attention of the Management of the Company."

8. To confirm the adoption of the Audited Financial Statements for the year ended 31st December 2016

The adoption of the Financial Statements for the year ended 31st December 2016 were proposed by Martin Cairns, Reeds Carpeting Contractors and seconded by Leo Speck, Aztec Event Services. There were no comments or questions from the floor.

9. To reappoint Colin Gray & Co Ltd as Auditors to the company at a remuneration to be agreed by the Council

The reappointment of Colin Gray and Co as Auditors was proposed Alan Sheridan, Octanorm UK and seconded by Miriam Sigler, Ways & Means. There were no comments or questions from the floor.

10. Other Business – to transact any other ordinary business of the company of which due notice has been given

There was no other business.

Meeting Closed.