Notice of Annual General Meeting 2022



Square, Boar Lane, Leeds LS1 6ET at 11am for the purpose of considering and, if thought fit, approving the resolutions set out in this Notice. **Ordinary Resolutions** To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

To receive the Directors' Report, the Annual Accounts, the Annual Business Statement and the

Notice is given that the 147th Annual General Meeting (AGM) of the members of Leeds Building Society will be held on Friday 8 April 2022 at Leeds Marriott Hotel, 4 Trevelyan

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The Directors' Report, Annual Accounts and Annual Business Statement are required to be received formally by members at the AGM. The Society also adopts the convention of members formally receiving the Auditors' Report. Please see our Annual Report and Accounts for further details and our member magazine

Auditors' Report for the year ended 31 December 2021.

for a summary, copies of which are available on our website at leedsbuildingsociety.co.uk/reports. To re-appoint Deloitte LLP as Auditors until the conclusion of the next AGM.

As a building society, the Society is required by law at each AGM to appoint external auditors who are to hold office until the end of the next AGM. The Board is proposing the re-appointment of Deloitte LLP.

To approve the Directors' Remuneration Report (excluding the Remuneration Policy) for the year 3 ended 31 December 2021. This vote will be treated as advisory only and the directors' entitlement to remuneration is not conditional on this resolution being passed. A full version of the Directors' Remuneration Report is in our Annual Report and

Accounts and the summary Directors' Remuneration Report is set out within the member magazine.

To approve a change to the Directors' Remuneration Policy as contained in the Directors' Remuneration Report for the year ended 31 December 2021. The Society is not required to submit the Directors' Remuneration Policy (as contained in the Directors'

Remuneration Report) to a binding vote, but has decided to submit the Policy to a members' vote on an advisory basis, at least every three years or when the Policy is subject to change to submit such change to a members' vote on an advisory basis. This year, a change is being put to a members' vote on an advisory basis, as the full Policy was approved by members at the 2021 AGM. The Directors' Remuneration Policy (including

To approve the amendments to the Rules of the Society as set out in this Notice of AGM.

the proposed change) is set out within the Annual Report and Accounts and a summary of the change to the Policy is contained within the member magazine. Special Resolution To consider and, if thought fit, pass the following resolution as a Special Resolution:

It is proposed to amend the Rules as set out within the 'Rule Changes' section of this Notice of AGM. The Rules prescribe how the Society is governed, including the requirements applicable to AGMs. A summary of the proposed amendments to the Rules, together with the full text of the proposed amendments, is set out below. **Election and re-election of Directors** To consider and, if thought fit, elect and re-elect the following as Directors:

(g) to re-elect David Fisher

(h) to re-elect Neil Anthony Fuller

(j) to re-elect Gareth John Hoskin

(k) to re-elect Lynn Reston McManus

(a) to elect Robert James Howse (b) to elect Anita Tadayon

By Order of the Board

Katherine Tong

24 February 2022

of AGM.

Notes

(d) to re-elect Andrew Peter Conroy

(e) to re-elect lain Charles Andrew Cornish

Director of Legal and Compliance and Secretary

1. These Notes form part of this Notice of AGM.

Membership: You are the sole or first named account holder on:

(owing us at least £100) on the voting date.

Rule Changes of the Society (Resolution 5)

Resolution, the Rules will be updated after the AGM.

keep colleagues and members safe.

the notice in two leading UK newspapers.

To amend existing Rule 12(1) as follows:

Board subject to this minimum.

1) A Director shall cease to hold office

To insert a new Rule 32 as follows:

attends in person,

Rules if:

To amend existing Rule 24(1)(g)(ii) as follows:

a) being an individual, he attends in person;

<u>Secondary Meeting Place or by using an Electronic Platform.</u>

12. Direction and management

also be made to Rules.

Act 2013.

you are voting in person at the Annual General Meeting.

continuously between 31 December 2021 and the voting date; or

(c) to re-elect Annette Marie Barnes (i) to re-elect Andrew John Greenwood

(f) to re-elect Richard Guy Fearon All Directors on the Board are standing for election or re-election. The Board considers that all Directors standing for election or re-election are, and continue to be effective, have the requisite skills, knowledge and experience and demonstrate the necessary commitment to their roles. The biographical details of each director standing for election and re-election are included within the member magazine. The Board recommends that you vote 'For' each of the Resolutions and 'For' each of the Directors standing for election and re-election.

representative to attend and vote on his or her behalf. You may appoint the Chair of the Meeting or anyone else as your representative and your representative does not need to be a member of the Society. Your representative may vote for you at the Meeting but only on a poll. 3. You can instruct your representative how to vote at the Meeting. Please read the instructions on the voting form. 4. You are entitled to vote if: Age: You are at least 18 years of age on 8 April 2022; and

(a) a share account with the Society with a balance on your account of at least £100 on 31 December 2021 and you have remained a shareholding member of the Society (whatever your account balance is)

(b) a mortgage account with the Society and owed at least £100 to the Society on a mortgage loan as a borrowing member on 31 December 2021 and you are also a borrowing member of the Society

The voting date is either Wednesday 6 April 2022 if you are appointing a representative to vote for you by proxy or if you are voting online (votes must be received by 11am on 6 April 2022) or Friday 8 April 2022 if

membership in order to obtain admission. If you are appointing a representative, other than the Chair of

2. Under the Society's Rules, a member entitled to attend the Meeting and vote may appoint a

The explanatory notes in italics above are for information purposes only and do not form part of this Notice

the Meeting, to attend the Meeting and vote on your behalf, please ensure that they bring an appropriate form of identification to the Meeting. This may include, for example, a valid driving licence or passport. If you appoint a representative to vote on your behalf and your representative does not attend the Meeting, your vote will not be counted.

5. Members attending the Meeting will be requested to produce their passbooks or other evidence of

What are we proposing to change? The Society's Rules are our main constitutional document and set out the principles and basis on which the Society is governed, including the requirements for how members' meetings are held. We are proposing to update the rules: (a) to allow members' meetings to be held electronically and/or in more than one physical location; (b) to clarify the procedures for adjourned meetings; (c) to reduce the quorum requirements for meetings; (d) to improve the requirements regarding giving notice of meetings in the event of disruption to postal services; (e) to reflect the requirements of The Mental Health (Discrimination) Act 2013; and (f) from a diversity perspective, all references to 'Chairman' within the

Rules will be updated to 'Chair' and references to one gender shall include a reference to the other genders.

Why are we proposing to change the rules on how members' meetings are held? In 2020 and 2021, the pandemic and subsequent lockdowns restricted the holding of physical Annual General Meetings. There are member benefits in updating the Rules of the Society to allow member meetings to be held electronically or at more than one venue (or by a combination of both physical attendance and using an electronic platform), so that all members who wish to do so can fully participate in the meeting, whilst also helping ensure that we keep our members and colleagues safe. We're proposing to update the Rules to allow the Board to arrange

Resolution 5 (proposed amendments to the Rules of the Society) is a Special Resolution. The amendments to the Society's Rules are shown below. The proposed additions are shown in italics and underlined, with the deletions shown crossed out. You can view a draft version of the Rules showing the proposed changes within this Notice, on our website at leedsbuildingsociety.co.uk/agm. If members pass the Special

for members to attend a meeting at one or more venues and/or using an electronic platform, if the Board decides it would be safe/appropriate. Why are we proposing rules relating to adjourned meetings? The disruptions faced over the last couple of years have also focused our attention on the procedures in the event meetings are disrupted and need to be adjourned. We are proposing rules to clarify this procedure and the notice requirements to inform members of the time, venue and date of the new meeting. Why are we proposing to change the rules regarding quorum at meetings? We are proposing to clarify the rules regarding quorum at adjourned meetings, by stating that there must be at least two members

present at the meeting. We are also proposing to change the number of members required for a quorum at a meeting, reducing this from 20 to 10. In the event of similar challenges in the future, it will help the Society

Why are we proposing to change the rules regarding the removal of directors? We are proposing to amend the rules regarding the removal of directors to reflect the requirements of the Mental Health (Discrimination)

Why are we proposing to change the rules regarding disruption to the postal service? We are proposing to strengthen the rules regarding when notice is deemed to have been given to members in the event of disruption to the postal service. Measures include ensuring notice is published on the Society's website in addition to either prominently displaying the notice at the Society's Head Office and branches or publishing

Proposed Rule Changes of the Society. Due to the insertion of new Rules 32 and 37, as set out below, all references to the new Rule numbers and subsequent Rule numbers will be amended and updated to reflect revised Rule numbers. As a result of the proposed changes, minor typographical and formatting changes will

To add new definitions in alphabetical order in the Interpretation section of the Rules as follows: "Electronic Platform" means such electronic and/or telecommunications facilities as may be approved by the Board from time to time that enable members to attend and participate simultaneously in a general meeting without attending a physical meeting place; <u>"Secondary Meeting Place" means a secondary physical meeting place (or more than one such place) for a general</u> meeting at which members may attend and participate in the general meeting simultaneously via an audiovisual link to the principal physical meeting place, as an alternative to attending the principal physical meeting place;

1) The business of the Society and any business that the Society proposes to carry on shall be under the

...(g)...(ii) <u>a registered medical practitioner who is treating that person gives a written opinion to the Society</u> stating that he has become physically or mentally incapable of acting as a Director and may remain so for more than three months, an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a deputy,

curator bonis or other Individual to exercise powers with respect to his property or affairs.

direction of a Board of Directors consisting of not <u>(subject to the provisions of Rule 25(6))</u> less than seven Members and the Board may from time to time resolve the number who together shall constitute the

32. Means of participation in meetings 1) The Board may make arrangements for Members to attend and participate in Annual General Meetings and/or <u>special general meetings by:</u> a) attendance at a physical meeting place; b) <u>simultaneous attendance and participation at a Secondary Meeting Place; and/or</u> c) <u>using an Electronic Platform.</u> 2) An Annual General Meeting and/or a special general meeting may be held: a) solely as a physical meeting; or

place (which may include a Secondary Meeting Place) or by using an Electronic Platform: or c) <u>subject to the Statutes, solely as an electronic meeting accessible by using an Electronic Platform.</u> 3) A Member is present at an Annual General Meeting or special general meeting for the purposes of these

b) being a body corporate, a Corporate Representative attends in that capacity in person; or

4) Where the Board decides that Members may attend and participate in an Annual General Meeting or a

5) Details of any physical meeting place, Secondary Meeting Place and/or Electronic Platform that shall be

7) Any persons wishing to attend an Annual General Meeting or a special general meeting (whether at any

<u>required to comply with any identification procedures and security arrangements as the Board shall</u>

principal physical meeting place or any Secondary Meeting Place, or by using an Electronic Platform) shall be

6) Arrangements shall be made for any documents which are required to be made available for inspection by <u>Members at an Annual General Meeting or a special general meeting to be available for inspection at any</u> <u>Secondary Meeting Place (in addition to the principal physical meeting place) and by any Members who</u>

stated in a notice of meeting given under Rule 33 shall constitute the place of such meeting.

<u>Platform shall be communicated to Members, either in the notice or otherwise).</u>

attend and participate in the meeting by using an Electronic Platform.

b) <u>subject to the Statutes, by offering Members the option to attend and participate at a physical meeting</u>

c) a person appointed as his or its proxy or attorney (or any person specified in paragraph (7) of Rule 38)

special general meeting by using an Electronic Platform, the notice of meeting given under Rule 33 shall set <u>out details of the Electronic Platform for the meeting (and any access arrangements for such Electronic</u>

<u>including in each case, where permitted by the Board in accordance with these Rules, attendance at any</u>

as provided in paragraph (10) of this Rule, no business shall be transacted at any adjourned meeting other than the business left unfinished or not reached at the meeting from which the adjournment took place. 3) Every adjourned meeting shall be deemed a continuation of the original meeting but any resolution passed at an adjourned meeting shall for all purposes be treated as having been passed on the date on

a) the Chairman of the meeting, or

To amend existing Rule 36(5) as follows:

instead of him, and

in person if the Member wishes to do so.

To amend existing Rule 39(10) as follows: 3941. Postal ballots (and electronic ballots)

completed.

Ways to Vote

By Post

In Person

 \bowtie

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3638. Entitlement of members to vote on resolutions

- a) being an Individual, is present in person or by attorney or by a representative or by a Person specified in paragraph (7) of this Rule, or b) being a body corporate, is present by a Corporate Representative, not being himself a Member entitled to vote thereon, shall be entitled to one vote and on a poll a Member may vote in person or by proxy or by attorney or by representative or by a Corporate Representative or by a Person specified in paragraph (7) of this Rule and
- from which the adjournment took place, prior to the adjournment of such meeting. To amend existing Rule 37(3) as follows: 3739. Appointment of Proxies The instrument appointing a proxy or representative must be received...

a) an advertisement in at least one national daily newspaper, a notice published on the Society's website;

entitled to receive such notice in hard copy form <u>if the Society complies with paragraph 35 of Schedule 2 to</u>

a) by a notice displayed in a prominent position at the Society's Head Office and at all branch offices; or

Such notice shall be deemed to have been duly served on all Members entitled to receive notice of such

accordance with paragraph (a) and the date on which the second of such newspaper advertisements appears

Complete, sign and date the declaration in either the Quick Vote <u>or</u> Standard Vote section of your paper voting form, as appropriate, then return the voting form to the Scrutineers in the pre-paid envelope provided (Leeds Building Society Scrutineers, Civica Election Services, London, N81 1ER). The form must be received by 11am on Wednesday 6 April 2022.

Attend the Meeting at 11am on Friday 8 April 2022 at the Leeds Marriott Hotel, 4 Trevelyan

meeting at noon on the <u>earlier of the date on which the notice is first displayed at all branch offices in</u>

in accordance with paragraph (b) (as the case may be). The notice shall continue to be available on the <u>Society's website until the conclusion of the meeting and the Society shall send confirmatory copies of the</u> <u>notice to those Members entitled to receive notice of the meeting</u> by post in hard copy form if, at least seven days before the meeting, the posting of notices to addresses throughout the United Kingdom

b) a notice displayed in a prominent position at the Head Office and at all branch offices

<u>the Act and the notice is published on the Society's website and is</u> advertised <u>either:</u>

b) in at least two leading daily newspapers widely circulated in the United Kingdom.

and shall state in that advertisement and notice the time at which the counting of the votes was

5) The adjournment of a meeting shall not affect the validity of the business that was concluded at the meeting

- again becomes practicable <u>day on which the second of such advertisements appears. In any such case the</u> <u>a) make such notice available on an appropriate website of the Society from the date of such advertisement</u> until the conclusion of the meeting; and <u>b) send confirmatory copies of the notice to those Members.</u>
- \odot In Branch Complete, sign and date the declaration in either the Quick Vote <u>or</u> Standard Vote section of your paper voting form, as appropriate, then take the voting form to any branch and place it in the ballot box provided by Friday 1 April 2022.

Leeds Building Society: Head Office: 26 Sovereign Street, Leeds, LS1 4BJ

3233. Notice of meetings 9) The Neither: <u>a)</u> <u>the</u> accidental omission to give, send or deliver a notice of meeting to or <u>any Person entitled to</u> receive it; nor <u>bl</u> the non-receipt of a notice of meeting by any Person entitled to receive notice shall not; it nor <u>c)</u> <u>subject to compliance by the Society with applicable laws, the inability of any Person entitled to attend</u> a general meeting to attend any physical meeting place (including any Secondary Meeting Place) and/ or participate in the business of the meeting by using an Electronic Platform (whether as a result of any <u>technical difficulties in relation to such Electronic Platform or otherwise),</u> <u>shall</u> invalidate the proceedings at that meeting. To amend existing Rule 34 as follows: 3435. Quorum at meetings 1) No business shall be considered at any Annual General Meeting or special general meeting unless a quorum is present at the time when the meeting proceeds to business and, subject to Rule 35(3) below in the case of an adjourned meeting, a quorum shall be constituted for all purposes as follows:

<u>reasonably specify from time to time.</u>

To amend existing Rule 32(9) as follows:

 a) except where sub-paragraph (b) below applies, by 10 20 Members present and entitled to vote on a show of hands under Rule 3638(5) and... 3) The Members present at At an adjourned meeting, two Members present and entitled to vote on a show of hands under Rule 38(5) shall constitute a sufficient quorum. paragraph (1) above to be included in the quorum for the meeting shall constitute a sufficient quorum. To amend existing Rule 35 as follows: 3536. Procedure at meetings

2) The Chairman of the meeting may, notwithstanding the presence of a quorum (and shall, if so directed by a resolution of the meeting), adjourn the meeting from time to time and from place to place but, except

4) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but otherwise it shall not be necessary to give any notice of an adjournment

special general meeting shall be decided by a simple majority and such votes shall be taken in the first instance by a show of hands <u>unless</u>, <u>before the show of hands</u>, <u>a poll is validly demanded under Rule 36(3)</u>.

b) ten Members who are entitled to vote at the meeting and are present in person, by proxy, by attorney, by representative Corporate Representative or by a Person specified in Rule 36 38(7), and in the event of such a demand, a poll shall be taken in accordance with paragraph (10) (7) of this

which it was in fact passed and shall not be deemed to have been passed on any earlier date.

52) Subject to the Statutes and these Rules every question submitted to an Annual General Meeting or

63) A poll may (before or on the declaration of the result of the show of hands) be demanded by

5) Subject to paragraph (3) or (4) above (as applicable), on a show of hands every Member who

Rule, but no poll shall be permitted upon a resolution to appoint a Chairman.

unfinished or not reached at the meeting from which the adjournment took place.

fact passed and shall not be deemed to have been passed on any earlier date.

<u>adjournment or of the business to be transacted at such an adjourned meeting.</u>

b) the proxy need not be a Member of the Society, and

c) the Member may direct the proxy how to vote at the meeting.

10) The Board shall announce the result of the postal or electronic ballot by

or of the business to be transacted at an adjourned meeting.

shall be entitled to one vote. To insert a new Rule 37 as follows: **37.** Adjourned meetings 1) The Chair of the meeting may, notwithstanding the presence of a quorum (and shall, if so directed by a

resolution of the meeting), adjourn the meeting from time to time and from place to place but, except as provided in Rule 36(7), no business shall be transacted at any adjourned meeting other than the business left

2) Every adjourned meeting shall be deemed a continuation of the original meeting but any resolution passed at an adjourned meeting shall for all purposes be treated as having been passed on the date on which it was in

<u>adjourned meeting shall be given to Members as provided in Rule 33(3). The notice shall also state that</u>

Where a meeting is adjourned for less than 30 days, it shall not be necessary to give any notice of an

4) The appointment of a proxy made in accordance with Rule 39 shall, unless provided otherwise in the

a) a Member entitled to attend and vote may appoint one proxy to attend and, on a poll, vote at the meeting

instrument appointing such proxy, be valid for any adjournment of the meeting. Nothing in this paragraph (4) shall prevent a Member from submitting a new instrument appointing a proxy in relation to the adjourned meeting, which shall take precedence over any earlier instrument, or from attending the adjourned meeting

3) When a meeting is adjourned for 30 days or more, a notice specifying the hour, date and place of the

- To amend existing Rule 46 as follows: 4648. Notices to the secretary and by the Society 4) If by reason of the suspension or curtailment of postal services, the Society is unable to give notice by post in hard copy form of a meeting, then such notice shall be deemed to have been given to all Members
- **Online** Either scan the QR code on the front page of your paper voting form, or go to leedsbuildingsociety.co.uk/voting and follow the on-screen instructions. You'll need the voting codes on your paper voting form or email. Online voting is available 24 hours a day until 11am on Wednesday 6 April 2022.
- At the time of print, it's our intention that members will be able to attend the AGM 2022 in person. For our members' and colleagues' safety, we'll be following the latest government guidance on Covid-19 at the time of the event. We ask any members attending the AGM to arrive and depart promptly.

Square, Boar Lane, Leeds LS1 6ET.

Society's Secretary, Leeds Building Society, 26 Sovereign Street, Leeds, LS1 4BJ. You can also submit For the quickest response, it's best to email your question. We'll respond to all questions directly, including

For everything you need to know about AGM 2022, visit our AGM Hub at leedsbuildingsociety.co.uk/agm

For information on the safety measures we're putting in place on the day, or if members aren't able to attend the AGM because of restrictions in place at the time, you'll find the latest updates at **leedsbuildingsociety.co.uk/aboutagm** or by talking to us in a branch. Ask a question: If you have any questions, you can submit these by email to: agm@leedsbuildingsociety.co.uk or by post to: questions in one of our branches. questions received after the AGM.

Leeds Building Society