

**Company number: 02709302**

**Companies Acts 1985 to 2006**  
**Notice of the Annual General Meeting of**  
**Tinnitus UK ("the Charity")**

Notice is hereby given that the Annual General Meeting of the Charity will be held online via the Zoom platform at 4PM, Monday 13 October 2025.

The business of the meeting will be to: **Agenda of the Tinnitus UK Annual General Meeting held via Zoom at 4:00 – 5:00 pm on Monday 13 October 2025**

- i) Apologies for absence
- ii) Approve the minutes of the Annual General Meeting held on Tuesday 26 November 2024
- iii) Receive and consider the Directors' and Trustees' Reports
  - i. Chair's report on the year
  - ii. Financial report
- iv) Questions
- v) Receive and consider the annual audited accounts and reports for the financial year ended 31 March 2025
- vi) Ratify the appointment of Trustees and Chair, made during the year, who have completed their induction period:
  - a. Pierre Espinasse, Chair
  - b. Peter Byrom
  - c. Emma Stone
- vii) To approve the re-appointment for Trustees for a further three-year term:
  - a. Dr Veronica Kennedy
- viii) Delegate authority to the Trustees to appoint and fix the remuneration of auditors on an ongoing basis until this authority is revoked by a further members' ordinary resolution
- ix) Chief Executive's Address
- x) Questions
- xi) Any other business
- xii) Close

The date of this notice is: 25 September 2025

By order of the Board:



**Pierre Espinasse | Chair**

Registered office of the Charity is: Unit 5 Acorn Business Park, Woodseats Close, Sheffield, South Yorkshire S8 0TB

Note: A member of the Charity who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy who need not be a member of the Charity to attend and vote instead of them. You should have received a proxy form with this notice.

**Minutes of the Tinnitus UK Annual General Meeting held via Zoom at 11.00am  
on Tuesday 26 November 2024**

**1. Apologies**

Five apologies for absence had been received. Three members appointed the Chair to act as their proxy in any vote.

**2. Minutes of the AGM held on**

Tuesday 26 November 2024.

With the consent of the meeting, the Chair Lynne Gillon took the notice convening the meeting as read.

Lucy Colenso proposed that the minutes of the AGM held on Monday 4 December 2023 be approved as a correct record of that meeting. The proposal was seconded by Dr Nicola Heron and approved by the meeting via a Zoom poll.

The minutes were signed by the Chair Lynne Gillon as a true record.

Prior to addressing Items 3 and 4 of the Agenda, the Chair gave a brief overview of the highlights of the work carried out in 2023-2024 as detailed in the Trustees Annual Report and Antonia Vanbergen, external Financial Consultant to give an overview of the Annual Accounts.

**3 and 4. To receive and consider the Report of the Board of Directors/Trustees and the Accounts for the year ending 31 March 2024.**

There being no questions, Lynne Gillon proposed that the Report of the Board of Directors/Trustees and the Accounts for the year ended 31 March 2024 be accepted. The proposal was seconded by Dr Nicola Heron and approved by the meeting via a Zoom poll.

**0. Elect/re-elect Trustees of the Charity and items of note**

Lynne Gillon announced her resignation as the Chair of the Board of Trustees and as Trustee of the Charity.

Alex Brooks-Johnson was welcomed as the new Chief Executive of Tinnitus UK, joining on 9 September.

Dr Lucy Handscomb retired at the end her Trustee term.

Mr James Corcoran is retiring by rotation and seeking re-election. Lucy Colenso is seeking appointment as interim Chair of the Board of Trustees.

Dr Veronica Kennedy proposed that James Corcoran was re-elected. The proposal was seconded by Dr Nicola Heron and approved by the meeting via a Zoom poll.

Dr Nicola Heron proposed that Lucy Colenso was appointed as interim Chair of the Board of Trustees. The proposal was seconded by Dr Veronica Kennedy and approved by the meeting via a Zoom poll.

**5. To authorise the Directors/Trustees to appoint the Auditors for the ensuing year and to fix their remuneration.**

Dr Nicola Heron proposed that the Directors/Trustees be authorised to appoint the Auditors for the ensuing year and to fix their remuneration. The proposal was seconded by Lucy Colenso and approved by the meeting via a Zoom poll.

The Chair, Lynne Gillon, thanked the members for their attendance and continued support, and declared the Meeting closed at 11:23am.

**As questions were not included at the end of the Annual General Meeting, a follow up meeting was held to allow Members to ask questions to Tinnitus UK. This was held on 17 January 2025 and Chaired by Lucy Colenso, Interim Chair of the Board.**

**In attendance from Tinnitus UK: Alex Brooks-Johnson, CEO and Antonia Vanbergen, external Finance Director from VCS Accounting.**

Margaret Sanderson asked whether Tinnitus UK is registered in Scotland as a charity.

Response: Antonia Vanbergen reported that Tinnitus UK had previously investigated registration in Scotland. Registration would require a permanent establishment, compliance with the Scottish Accounting Framework, and an additional audit, which was deemed too costly at the time. She noted the issue may be revisited by the new senior leadership.

Alex Brooks-Johnson added that he supports registration in principle and hopes it will be prioritised soon. He also acknowledged challenges with legacy income, which has declined since COVID, and confirmed efforts are underway to diversify income streams and reduce reliance on legacies.

David Wenham asked for clarification on the significant change in expenditure proportions between 2023 and 2024, particularly the reduction in project costs (including research).

Response: Antonia Vanbergen explained that in 2023 expenditure was higher due to the large Bio Bank research project. In 2024, project costs dropped substantially as that project ended and the organisation experienced strategic upheaval, resulting in less activity. Membership, support, and awareness/event costs remained relatively stable overall.

John Cooper asked about the year-on-year drop in grants and the increase in accounting fees.

Response: Antonia Vanbergen explained that accounting fees rose due to outsourcing finance services following staff redundancies, which replaced two salaries and introduced efficiencies. Grants declined largely due to high staff turnover and the challenges of maintaining long-term donor relationships.

Alex Brooks-Johnson added that a significant one-off National Lottery grant in the previous year (for digital transformation) was not repeated.

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Alex Brooks-Johnson proceeded to provide an update on his progress since joining the organisation which is shared in a PowerPoint presentation.

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John Cooper asked whether the current financial forecast risks breaching the charity's policy of holding at least three months of unrestricted cash reserves.

Response: Alex Brooks-Johnson confirmed that reserves are projected to fall to around £200k, putting the charity temporarily in breach of its reserves policy. Explained this follows consecutive deficits reducing cash from £1.4m in 2021 to the current position. Alex Brooks-Johnson stated that a break-even budget will be submitted to the Board via the Finance Committee for 2025/26, with the expectation this marks the low point in cash reserves. Alex outlined plans to build sustainable revenue streams, grow fundraising, and return to reserves compliance as soon as possible while protecting services.

Paul asked whether opportunities for volunteering and engagement would be shared via email or post, rather than relying solely on social media.

Response: Alex Brooks-Johnson confirmed that while social media is important, the charity also issues a monthly e-newsletter *Focus* (to 35,000 recipients with strong engagement) and an annual printed magazine *Quiet* for members. Plans are in place to improve segmentation of email communications. He welcomed Paul's feedback on ensuring new members are made aware of these options.

David Wenham opened by expressing his appreciation for the printed Quiet Magazine, describing it as his "lifeline." David raised a concern regarding the magazine's potential discontinuation, which had been hinted at earlier. While acknowledging the high costs associated with printing and distribution, he urged that no rash decisions be made.

Response: Alex Brooks-Johnson confirmed that the organisation has received similar feedback from other members. He stated that any decision regarding the magazine would not be made without comprehensive consultation. Alex Brooks-Johnson provided a cost breakdown, estimating the magazine's production and mailing to be approximately £8,000, not including staff time. The total cost is estimated to be between £10,000 and £12,000. He posed the question of whether these funds could

be utilised more effectively elsewhere, noting that a digital version would be significantly cheaper. Alex Brooks-Johnson confirmed that there is significant support for the magazine, which was highlighted during recent focus groups. He emphasised the need for a more comprehensive review to fully understand the magazine's importance to the members before making a final decision.

John Cooper asked trustees to confirm they have a clear grasp of corrective actions to prevent recurrence of current financial and governance challenges, and whether all trustees have an equal voice, given recent instability and leadership changes.

Response: Lucy Colenso acknowledged the charity has faced a very difficult period but expressed optimism about the future, highlighting the positive impact of appointing Alex Brooks-Johnson and recent changes. Emphasised trustees' commitment to learning from past issues, supporting Alex, and maintaining open, honest dialogue.

John Cooper suggested steps to strengthen member engagement:

1. Trustee candidates (including re-elections) should provide a statement on what they bring to the charity and their aims to engage with members.
2. AGMs should be scheduled so that all Trustees can attend and hear directly from members.

Response: Lucy Colenso agreed both were good suggestions and noted them for consideration.

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Don McFerran provided an update on the BioBank Project to the Members

## **Tinnitus UK | Trustees' Report and Summarised Accounts for the year ended 31 March 2025**

### **Trustees' Financial Report year ended 31 March 2025**

The Trustees present their report and the summary financial statements of the charity for the year ended 31 March 2025. The trustees have adopted the provisions of the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities" (FRS 102) in preparing the annual report and financial statements for the year ended 31st March 2025.

The accounts included in this report are in summary form and are set out on the following pages. The full annual accounts and reports, which were approved on 22 September 2025 were examined by an independent Examiner and are included as part of the papers.

### **Financial review**

At the year end restricted reserves were £27,908 (2024: £66,651) and unrestricted reserves were £173,825 (2024: £379,712).

The deficit for the year was £244,630 (2024: £442,709).

### **Investment policy**

The investment policy of Tinnitus UK is to maximise the total return without undue risk and having regard to the operating requirements of the Charity and the reserves policy.

In practice, whilst kept under constant review, this means that funds are currently held in long- and short-term interest- bearing deposit accounts with UK banks and building societies or managed investment funds, seeking to achieve the maximum possible rate of return.

### **Reserves policy**

The Trustees operate a policy of retaining sufficient reserves in restricted funds without compromising the availability of those funds. They must be available for the purposes originally intended as and when they are required.

The Trustees aim to maintain unrestricted reserves at a level equivalent to no more than a year's unrestricted expenditure and no less than three months.

The policy also requires the Charity to hold at least three months of the unrestricted reserves as cash or cash equivalents (investments). It also requires that investments should not constitute more than 50% of the total of cash and cash equivalents.

It is their view that, given the elevated level of legacy volatility, it is important to have sufficient reserves to support the Charity whilst it seeks other funding sources.

The current level of unrestricted reserves represents just over two and a half months of unrestricted expenditure, which is below the minimum level set out in the policy. The Trustees continue to monitor this position closely.

### **Plans for the future**

For 2025/26 our key objectives are:

#### **Operations**

- Deliver new training courses for professionals
- Deliver a hybrid annual conference
- Complete a Governance Review
- Deliver two Tinnitus Information Days

#### **Services**

- Grow our support group network
- Recruit more volunteers for our helpline
- Create a monitoring and evaluation framework

### **Development**

- Review and relaunch our membership scheme
- Create a lobbying group
- Review corporate membership scheme
- Deliver a more successful Tinnitus Week

This report was approved by the Trustees on 22 September 2025 and signed on their behalf.

A handwritten signature in black ink, appearing to read 'P. Espinasse', with a horizontal line underneath.

**Pierre Espinasse | Chair**

# Tinnitus UK

## Statement Of Financial Activities for the year ended 31 March 2025

	Note	Unrestricted funds £	Restricted funds £	2025 total £	2024 total £
<b>Income</b>					
Donations and legacies	3	364,553	64,000	428,553	341,775
Charitable activities	4	177,955	-	177,955	131,340
Other activities	5	38,568	-	38,568	1,000
Investments	6	4,211	-	4,211	10,339
		<b>585,287</b>	<b>64,000</b>	<b>649,287</b>	<b>484,454</b>
<b>Expenditure</b>					
Raising funds		(207,535)	(39,990)	(247,525)	(256,158)
Charitable activities	7	(547,687)	(60,326)	(608,013)	(625,529)
Other activities		(35,952)	(2,427)	(38,379)	(45,475)
		<b>(791,174)</b>	<b>(102,743)</b>	<b>(893,917)</b>	<b>(927,162)</b>
Net (losses) on investments		-	-	-	-
		<b>(205,887)</b>	<b>(38,743)</b>	<b>(244,630)</b>	<b>(442,709)</b>
<b>Net income/ (expenditure)</b>					
Transfers between funds		-	-	-	-
		<b>(205,887)</b>	<b>(38,743)</b>	<b>(244,630)</b>	<b>(442,709)</b>
<b>Net movement in funds</b>					
<b>Reconciliation of funds:</b>					

Total funds brought forward	19	379,712	66,651	446,363	889,072
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Total funds carried forward	19	<b>173,825</b>	<b>27,908</b>	<b>201,733</b>	<b>446,363</b>

## Tinnitus UK

### Balance sheet at 31 March 2025

	Not e	2025 £	2024 £
<b>Fixed assets</b>			
Intangible assets	13	17,500	20,000
Tangible assets	14	-	-
		<hr/>	<hr/>
		17,500	20,000
<b>Current assets</b>			
Debtors	15	57,925	61,203
Cash at bank and in hand		156,108	481,430
		<hr/>	<hr/>
		214,033	542,633
<b>Creditors: amounts falling due within one year</b>	16	(29,800)	(116,270)
		<hr/>	<hr/>
<b>Net current assets</b>		184,233	426,363
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		201,733	446,363
		<hr/> <hr/>	<hr/> <hr/>
<b>Charity funds</b>			
Restricted funds	19	27,908	66,651
Unrestricted funds	19	173,825	379,712
		<hr/>	<hr/>
<b>Total charity funds</b>		201,733	446,363

These summarised accounts have been prepared from the full accounts which are 24 pages in length and have been examined on 22 September 2025. Copies of the full accounts will be delivered to the Charity Commission and the Registrar of Companies following the Annual General Meeting.

These summarised accounts may not contain sufficient information to allow a full understanding of the financial affairs of the Charity. For further information, the full accounts and the Examiner's report should be consulted. Copies are included in the full AGM papers.

### **Examiner's report**

The Examiner has indicated that the examiner's report included in the full financial statements will be unmodified.

Signed on behalf of the Board of Trustees on 22 September 2025.



### **Pierre Espinasse | Chair**

New and Re-appointed Trustees and Chair biographies:

#### a. Pierre Espinasse, Chair

I have spent most of my working life involved, in one way or another, in research funding, policy and management in the public, university and charity sectors. I also have broad experience in charity management, governance and finance, having served both as a CEO and trustee, as well as board-level experience in diverse sectors.

Following 18 years at the University of Oxford supporting academics and scientists in the funding of their research, I spent 11 years as CEO of the Kennedy Trust for Rheumatology, a medical research funding foundation, during which I restructured its governance and developed a new research funding strategy.

I am currently a trustee of the UK Research Integrity Office (and Chair of its Audit & Risk Committee) which offers support to the public, researchers and organisations to further good practice in academic, scientific and medical research. And, until recently, was a trustee of Read Easy UK, a national adult literacy charity. I am also a non-executive director of a small, fourth generation family business and, in the past, have served as a non-executive director of Oxford Ltd, the University's licencing arm.

Most importantly, I have been a member of Tinnitus UK for a few years and attend the Warwick Support Group – both of these have played a significant part in helping me get to the stage where I am managing to live with my tinnitus.

#### b. Peter Byrom

Peter Byrom is a highly experienced audiologist based in South Yorkshire, known for founding his private practice, Byrom Audiology. With more than 25 years of experience in the field, including over two decades in the NHS, he has established himself as an expert in hearing health. His career includes serving as the Clinical Lead for adult audiology services at Rotherham NHS Foundation Trust.

A well-qualified professional, Peter holds a Bachelor of Healthcare Science degree in Audiology and a Master of Science in Advanced Practice from the University of Leeds. He is a respected

authority on tinnitus management, having conducted research on the subject and presented his findings at the International Tinnitus Seminar in Berlin in 2014.

Since launching his private practice in 2017, Peter has focused on providing bespoke audiological solutions from clinics at Thornbury Hospital and Dore Clinic. His team offers a comprehensive range of services, including hearing aid fitting, ear wax removal, and specialised tinnitus and balance assessment and treatment. Beyond his clinical work, he provides medicolegal reports for the court.

He is currently a council member with the Association of Independent Hearing Healthcare Professionals (AIHHP) and has previously served on the Registration Council for Clinical Physiologists as Treasurer. Peter Byrom is a senior fellow of the British Society of Audiology and a member of Tinnitus UK's professional advisory committee.

#### c. Emma Stone

Emma Stone is a Fellow Chartered Accountant (FCA) with over 15 years of experience in financial leadership, governance, and strategic transformation across complex, regulated organisations. She is currently the Head of Finance at the Motor Insurers' Bureau, leading end-to-end financial strategy, performance reporting, and corporate functions with responsibility for an annual revenue budget exceeding £500 million.

Previously, Emma held senior roles at BT plc and Grant Thornton UK LLP, where she led global assurance programmes, supported major acquisitions, and advised on financial controls, regulatory and compliance matters.

Emma has a proven track record of delivering enterprise cost transformation, significant operational efficiencies, improvements in financial processes, investment strategies, governance, control and risk management frameworks, resulting in multi-million-pound benefits, improved customer outcomes and enhanced team engagement.

She is a certified internal auditor, programme manager, and data protection practitioner, with expertise in financial reporting standards, risk mitigation, and corporate governance. She holds a First Class Honours degree in Politics and International Relations from Royal Holloway, University of London.

#### d. Dr Veronica Kennedy

Dr Veronica Kennedy is a Consultant Audiovestibular Physician with over 20 years' experience in hearing and balance disorders. She has a longstanding clinical and research interest in tinnitus and its impact on quality of life, and has worked extensively to improve pathways of care for people with hearing loss and tinnitus.

Veronica trained in medicine at the University of Oxford and undertook specialist training in audiovestibular medicine in London. She has held consultant posts in Manchester and Bolton, where she has led multidisciplinary teams in delivering patient-centred tinnitus services. Her expertise spans clinical assessment, management strategies, and the integration of audiology and medical care.

She has been an active contributor to Tinnitus UK, serving as a Trustee and supporting its mission to raise awareness, promote research, and improve access to support. Veronica has also

represented the charity at national and international meetings, strengthening its voice within the wider hearing health community.

Re-standing for election, she brings not only her professional expertise but also her passion for advocacy and service improvement. Veronica is committed to ensuring that people affected by tinnitus are supported by evidence-based care and given hope for the future.

## Proxy Notice

### Tinnitus UK ("the Charity")

Name of member appointing proxy:

Address:

If appointing a proxy on behalf of a company or an unincorporated association, please state the name of the representative who is signing this notice:

Before completing this notice please read the explanatory notes below/overleaf.

I hereby appoint the Chair of the Charity or:

to vote on my behalf at the Annual General Meeting of the Charity to be held on 13 October 2025 and at any adjournment of the meeting. This notice is to be used in respect of the resolutions mentioned below as follows:

Agenda item	Resolution	For	Against	Abstain
2	Approve the minutes of the Annual General Meeting held on Tuesday 26 November 2024			
3	Approve the Trustees' and Finance Report			
5	Approve annual examined accounts and reports for the financial year ended 31 March 2025			
6.1	Elect Pierre Espinasse as a Chair of the Board of Trustees			
6.3	Elect Peter Byrom as a Trustee of the Charity			
6.4	Elect Emma Stone as a Trustee of the Charity			
7	Reappoint Dr Veronica Kennedy as a Trustee of the Charity			
8	Delegate authority to the Trustees to appoint and fix the remuneration of examiners on an ongoing basis until			

	this authority is revoked by a further members' ordinary resolution			
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*\*mark the appropriate box with an 'X'*

Unless otherwise instructed, the proxy may vote on the resolutions set out above as they think fit or abstain from voting. I direct that my proxy may vote (or abstain from voting) as they think fit on any other matter which may properly be put to the meeting.

Signed:

Date:

### **Notes to the Proxy Notice**

1. As a member of the Charity you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Charity. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Charity but must attend the meeting to represent you. To appoint as your proxy a person other than the Chair of the meeting, insert their full name where indicated. If you sign and return this proxy notice with no name inserted, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions, mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as they think fit in relation to the

limited range of additional resolutions which may be put before the meeting. These include for example:

- 4.1 resolutions to deal with procedural aspects of the meeting such as the calling of a poll or a decision to adjourn;
  - 4.2 resolutions proposing amendments to the resolutions listed in the notice of the meeting, but note, the circumstances in which amendments can be made are very limited.
5. To appoint a proxy, a hard copy of this notice must be:
- 5.1 completed and signed by you;
  - 5.2 sent [info@tinnitus.org.uk](mailto:info@tinnitus.org.uk) or delivered to the Charity at Unit 5 Acorn Business Park, Woodseats Close, Sheffield, South Yorkshire S8 0TB; and
  - 5.3 received by the Charity no later than 5pm on Friday 10 October 2025.
6. Any power of attorney or any other authority under which this proxy notice is signed (or a duly certified copy of such power or authority) must be included with the proxy notice.
7. If you wish to change your instructions, you can submit another notice. The appointment received last before the latest time for the receipt of proxies will take precedence.
8. To revoke your proxy instructions, send notice to the address at 5.2 above clearly stating that the instructions are revoked and ensure that the notice is received by the Charity before commencement of the meeting or adjourned meeting.