

NOTICE OF ANNUAL GENERAL MEETING

2019

The 2019 Annual General Meeting of the Stillbirth and Neonatal Death Society (“Sands” or “the Charity”), will be held at 9.05am on Saturday 23 November, 2019 at Resource For London, 356 Holloway Road, London N7 6PA

Notice of 2019 Annual General Meeting

NOTICE IS HEREBY GIVEN to the Members that the 2019 Annual General Meeting of the Stillbirth and Neonatal Death Society (“Sands” or “the Charity”), will be held as follows:

Location: Resource For London, 356 Holloway Road, London N7 6P

Date: Saturday 23 November 2019

Time: 9.05am to 10.00am

The business of the meeting will be to consider and, if thought fit, to pass the following resolutions, as indicated below:

Ordinary Business

The following resolutions will be proposed as ordinary resolutions, requiring the approval of a majority of votes cast:

1. To receive the report of the Company’s Directors (the “Trustees”) and the Company’s audited financial statements for the year ended 31 March 2019, together with the report of the Company’s Auditors thereon.
2. To reappoint HW Fisher as the Charity’s Auditors from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, and to authorise the Board of Trustees to fix the Auditors’ remuneration.
3. To appoint as Trustees of the Charity, the following Trustees:
 - (a) who have been nominated by the Board of Trustees and are willing to act:
 - 2.1 Jonathan Bird
 - 2.2 Joel Mitchell
 - 2.3 Dr Sarah Stock
 - (b) who retire by rotation in accordance with the Articles of Association; who are eligible for re-election and are willing to act:
 - 2.4 Michael Smith
 - 2.5 Susanna Speirs

By Order of the Board



Piers Vimpany FCA DChA
Company Secretary

Dated this 6th day of November, 2019

Important Notes:

A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his/her/their behalf at the Annual General Meeting.

A proxy need not be a member of the Charity. A form of proxy is enclosed for the use of members unable to attend the meeting.

A proxy must be lodged at the registered office of Sands, at Victoria Charity Centre, 11 Belgrave Road, London SW1V 1RB, *not less than 48 hours before the time appointed for the holding of the meeting.*

This can be returned in either hard copy or by email to: company.secretary@sands.org.uk

All proxy nominations to be received no later than 9.00am on 21 November 2019.

Proxy Form Instructions

1. As a Member of Sands 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 Instructions. If you are planning to attend the AGM in person, there is no need to complete a Proxy Form.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and subsequently attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a Member of Sands but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairperson of the meeting, insert their full name and address where indicated on the Proxy Form. If you sign and return this proxy form with no name inserted in the box, the Chairperson of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairperson, 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 Chairperson and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions follow the instructions on the Proxy Form. If no voting indication is given, your proxy will vote or abstain from voting at his, her or their discretion.
5. To appoint a proxy this form *must be*:
 - 5.1 completed and signed by you;
 - 5.2 either:
 - 5.2.1 returned by post , using the prepaid envelope attached;
 - 5.2.2 scanned and emailed to company.secretary@sands.org.uk (note your **handwritten signature MUST appear in the scanned document,**) or
 - 5.2.3 hand-delivered to the *Company Secretary, at the Charity's registered office*;
 - 5.3 received at the registered office of the Charity no later than 48 hours before the start time of the meeting, that is, **by 9.00am on 23 November 2019.**

6. Any power of attorney or any other authority under which this Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.
7. If you submit more than one valid proxy appointment, the appointment received last before the deadline for receipt of proxies will take precedence.

Should you have questions regarding your proxy appointment, please email company.secretary@sands.org.uk or telephone us at **T: 0207 436 7940**.

AGM Agenda – Saturday 23 November 2019 at 9.05am

Resource For London, 356 Holloway Road, London N7 6PA

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| 09.05 – 09.10 Welcome and Approval of previous minutes | <ul style="list-style-type: none"> • Oliver Reichardt, Chair, Board of Trustees |
| Ordinary Business: | |
| 09.10 – 09.20 Resolution No. 1: Presentation of: Trustees' Annual Report and Accounts | <ul style="list-style-type: none"> • Oliver Reichardt, Chair, Board of Trustees |
| 09.20 – 09.30 Presentation of: Treasurer's Report (audited accounts) For the year ended 31 March 2019 | <ul style="list-style-type: none"> • Michael Smith, Treasurer Sands Board of Trustees |
| 09.30 – 09.35 Resolution No. 2: Appointment of the Auditors and Auditor's remuneration | <ul style="list-style-type: none"> • Michael Smith, Chair Finance, Audit & Risk Sub Committee |
| 09.35 – 09.45 Resolution No. 3: Election of Trustees <i>Nominated by the Board of Trustees:</i> <ul style="list-style-type: none"> ○ Jon Bird ○ Joel Mitchell ○ Dr Sarah Stock <i>Retiring by rotation:</i> <ul style="list-style-type: none"> ○ Michael Smith ○ Susanna Speirs | <ul style="list-style-type: none"> • Oliver Reichardt, Chair, Board of Trustees |
| 09.45 – 10.00 Q&A | <ul style="list-style-type: none"> • Board of Trustees; • Dr. Clea Harmer, Chief Executive |

Sands AGM – Proxy Voting Form 2019

I, _____
of (address) _____
being a member of the Charity
Membership number: _____
hereby appoint _____
of (address) _____
or, failing him/her/them, _____
of (address) _____

as my proxy to vote for me on my behalf at the **Annual General Meeting of the Charity**
to be held on the 23rd day of November, 2019 and at any adjournment thereof.

Dated this _____ **day of** _____ **2019**

Signed: _____

This form must be lodged at the registered office of the Charity not later than
9.00am on the 21st November 2019 in order to be valid.

If you sign and return this proxy form without having designated a proxy, the Chairperson of the meeting will be deemed to be your proxy.

Unless otherwise instructed herewith, the proxy will vote as he/she/they think fit.

**Kindly indicate your voting preference by inserting a tick
In the appropriate box.**

☒

○ **Resolution No. 1:**

To receive the report of the Company's Directors (the "Trustees") and the Company's audited financial statements for the year ended 31 March 2018, together with the report of the Company's Auditors thereon.

For

☐

Against

☐

Abstain

☐

○ **Resolution No. 2:**

To reappoint HW Fisher as Auditors to the Company ("the Auditors"), to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, and to authorise the Board of Trustees to fix the Auditors' remuneration.

For

☐

Against

☐

Abstain

☐

○ **Resolution No. 3 (Election of Trustees):**

To appoint as Trustees of the Charity, the following Trustees:

(a) who have been nominated by the Board of Trustees and are willing to act:

2.1 Jon Bird

For

☐

Against

☐

Abstain

☐

2.2 Joel Mitchell

For

☐

Against

☐

Abstain

☐

2.3 Dr Sarah Stock

For

☐

Against

☐

Abstain

☐

(b) who retire by rotation in accordance with the Articles of Association; who are eligible for re-election and are willing to act:

2.8 Michael Smith

For

☐

Against

☐

Abstain

☐

2.9 Susanna Speirs

For

☐

Against

☐

Abstain

☐