

# NOTICE OF ANNUAL GENERAL MEETING

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## 2016

The 2016 Annual General Meeting of the Stillbirth and Neonatal Death Society (“Sands” or “the Charity”), will be held at 9.35am on Saturday 29 October 2016, at the Mercure Bristol Grand Hotel, Broad Street, Bristol BS1 2EL.

## Notice of **2016 Annual General Meeting**

NOTICE IS HEREBY GIVEN to the Members that the 2016 Annual General Meeting of the Stillbirth and Neonatal Death Society (“Sands” or “the Charity”), will be held as follows:

**Location:**       **Mercure Bristol Grand Hotel, Broad Street, Bristol BS1 2EL, U.K.**

**Date:**           **Saturday 29 October 2016**

**Time:**           **9.35am to 10.30am**

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 2016, together with the report of the Company’s Auditors thereon.

2. To re-appoint as Trustees of the Charity the following Trustees:

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

2.1 Reg Bailey, CBE

2.2 Alyson Hunter

2.3 Angela McCafferty

2.4 Zoe Renton

(b) who have been appointed since last AGM and are willing to act:

2.5 Susanna Speirs

3. 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.

By Order of the Board

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Danyanne Quemper  
*Company Secretary*

Dated this 14<sup>th</sup> day of October, 2016

***Important Notes:***

A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his/her 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@uk-sands.org](mailto:company.secretary@uk-sands.org).

All proxy nominations to be received no later than 9.30am on 27 October 2016.

## Sands AGM – Proxy Voting Form 2016

I, \_\_\_\_\_  
of (address) \_\_\_\_\_  
being a member of the Charity  
*Membership number:* \_\_\_\_\_  
hereby appoint \_\_\_\_\_  
of (address) \_\_\_\_\_  
or, failing him/her, \_\_\_\_\_  
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 29<sup>th</sup> day of October, 2016** and at any adjournment thereof.

**Dated this** \_\_\_\_\_ **day of** \_\_\_\_\_ **2016**

**Signed:** \_\_\_\_\_

This form must be lodged at the registered office of the Charity not later than  
**9.30am on the 27 October 2016** in order to be valid.

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

*Unless otherwise instructed herewith, the proxy will vote as he/she thinks fit.*

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

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**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 2016, together with the report of the Company's Auditors thereon.

**For** ☐ **Against** ☐ **Abstain** ☐

**Resolution No. 2:**

To re-appoint as Trustees of the Charity, the following Trustees who are willing to act:

(a) those who retire by rotation in accordance with the Articles of Association, who are eligible for re-election:

**2.1 Reg Bailey, CBE**

**For** ☐ **Against** ☐ **Abstain** ☐

**2.2 Alyson Hunter**

**For** ☐ **Against** ☐ **Abstain** ☐

**2.3 Angela McCafferty**

**For** ☐ **Against** ☐ **Abstain** ☐

**2.4 Zoe Renton**

**For** ☐ **Against** ☐ **Abstain** ☐

(b) those who have been appointed since last AGM:

**2.5 Susanna Speirs**

**For** ☐ **Against** ☐ **Abstain** ☐

**Resolution No. 3:**

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**

☐

## 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 Chairman 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 Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, 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 Chairman 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 or her 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,
    - 5.2.2 scanned and emailed (**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 9.30am on 27 October 2016.**

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@uk-sands.org](mailto:company.secretary@uk-sands.org)

## AGM Agenda – Saturday 29 October 2016 at 9.35am

Mercure Bristol Grand Hotel, Broad Street, Bristol BS1 2EL.

- 09.35 – 09.40 Approval of previous minutes**
- Angela McCafferty,  
Chair – Sands Board of Trustees

### Ordinary Business:

- 09.40 – 09.50 Resolution No. 1:**  
**Presentation of:**  
**Trustees' Annual Report and Accounts**
- Angela McCafferty, Chair  
Sands Board of Trustees

- 09.50 – 10.10 Presentation of:**  
**Treasurer's Report**  
Including:  
**Audited Accounts**  
**For the year ended 31 March 2016**
- Michael Smith, Treasurer  
Sands Board of Trustees

- 10.10 – 10.20 Resolution No. 2:**  
**Election of Trustees**
- (a) Retiring by rotation:**
- Reg Bailey, CBE
  - Alyson Hunter
  - Angela McCafferty
  - Zoe Renton
- (b) Appointed since last AGM**
- Susanna Speirs
- Derek Jenkins, Vice-Chair,  
Sands Board of Trustees

- 10.20 – 10.30 Resolution No. 3:**  
**Appointment of the Auditors**  
**and Auditor's remuneration**
- Reg Bailey, CBE, Chair  
Audit & Risk Sub Committee