



General Meeting Briefing Note

Special resolution for the amendment of the charitable company's Articles of Association

Purpose:

This briefing note explains the background and proposal for an amendment of the Articles of Association, the written rules about running the charitable company which are agreed by the Trustees and members.

Background:

The company's existing Articles of Association were adopted by Special Resolution dated 26 October 1994. They contain certain provisions that are no longer relevant or appropriate to the governance of the charitable company as it currently operates. In particular, it is expected that the conducting of business at all future meetings will benefit from the proposed amendments.

Proposal:

It is proposed that:

1. Certain existing articles relating to the appointment and duties of the secretary and treasurer are deleted, having been considered no longer relevant.
2. The maximum number of Trustees is reduced to nine from the current twelve, to enable the proceedings at meetings to be carried out more efficiently and effectively.
3. The minimum number of members that must be present at a reconvened meeting to make the proceedings of that meeting valid is to be set out.

New Articles are adopted for the purpose of proxy voting, whereby members may delegate their vote to other representatives in their absence.



Special Resolution of Kent Multiple Sclerosis Therapy Centre Limited

THAT the Articles of Association of the company be amended as follows:

Resolution 1 – amendment to the maximum number of trustees

By deletion of the present clause 7.1 and the adoption of a new clause 7.1, namely:

The minimum number of trustees shall be three but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of nine.

Resolution 2 – deletion of the clauses in respect of the secretary

By deletion of the present clauses numbers 14 through to 14.2, and altering the subsequent numbering accordingly.

Resolution 3 – deletion of the clauses in respect of the treasurer

By deletion of the present clauses numbers 15 through to 15.2, and altering the subsequent numbering accordingly.

Resolution 4 – members required at reconvened meetings

By the adoption of the new Article as set out below to be numbered 5.3, and altering the subsequent numbering accordingly.

If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

Resolution 5 – proxy voting

By the adoption of the new Articles as set out below, to be numbered 7 through to 7.8, and altering the subsequent numbering accordingly.

7. Content of proxy notices

7.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:

(i) states the name and address of the member appointing the proxy;

(ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and

(iv) is delivered to the charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

7.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

7.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

7.4 Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

7.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

7.6 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

7.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

7.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.