

THE NATIONAL GOVERNANCE ASSOCIATION
(a company limited by guarantee)
Registered No: 3549029

THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN under the Act mentioned above of the Annual General Meeting of the Company to be held at the ICC, 8 Centenary Square, Birmingham, B1 2EA on **Saturday 17 November 2018 at 3.30pm** for the following purposes:

To consider and if thought fit, pass resolutions as to the ordinary business of the Company, comprising:

1. Notice of this meeting
2. Election of Tellers – Chair will propose the election of 2 tellers and 2 scrutineers for this meeting (Article 22)
3. Approval of minutes of Annual General Meeting 18 November 2017
4. Notification of the Directors elected by ballot
5. The receipt and adoption of the report of the Directors and the audited accounts of the Association for the year ended 31 March 2018.
6. Auditors - It is proposed that Locke Williams be appointed as auditors and to authorize the Company's board of directors to negotiate and determine their fees
7. Any other ordinary business.

Special Business

To consider and if thought fit, pass the following special resolutions:

8. Subscriptions – the Honorary Treasurer will propose that, with effect from 1 April 2018 the following changes be made to subscriptions:
 - Individual Subscriptions to increase to £48
 - Governing Body Standard Subscriptions to increase to £95
 - Governing Body Gold Subscriptions to increase to £270
 - Corporate Subscriptions to increase to £299

It is proposed that no changes be made to:

- Local association subscriptions for those with executive committees of up to 10 at £3 per school with a maximum of £440
- Local Associations £5.90 up to £950 cap for those who want to keep 22 individuals on their membership list

BY ORDER OF THE BOARD
Gillian Allcroft
Company Secretary
Date: 12 October 2018

A copy of the accounts and every document required by law to be annexed to them which are to be laid before the meeting will be published on the NGA website and dispatched in hard copy form to any member who requests such a copy.

The statutory registers and list of members are available for inspection during normal business hours (9.00 a.m. to 5.00 p.m.) without charge at The National Governance Association, 4th Floor, 36 Great Charles Street, Birmingham B3 3JY. All registers will be available for inspection at the place of the meeting until the conclusion of the meeting.

Association Members, Governing Body Members and Corporate Members entitled to attend and vote at the meeting are each entitled by Article 24 to one vote. That vote is to be cast by the Representative of such member, being the person appointed as such pursuant to Article 9, or if so appointed by the Chair as a proxy for that Member pursuant to Article 28 and in accordance with Article 29.

An Individual Member is entitled to attend and vote personally, or may appoint any other Individual Member or the Chair as his/her proxy pursuant to Article 31 and in accordance with Article 32.

The respective forms of proxy are available for download from the Company's website (www.nga.org.uk) or will be sent by fax or post on request. The form of appointment must be deposited at the Association's offices at 4th Floor, 36 Great Charles Street, Birmingham B3 3JY not less than 48 hours before the time specified in this notice for the holding of this meeting, i.e. before 3.30pm on Thursday 15 November 2018.

Members are reminded that

- (i) by Article 35(a) all monies payable by the Member (including subscriptions) must have been paid to entitle a Member to vote
- (ii) a Representative is asked to have available at the meeting appropriate evidence of his/her appointment which may be produced to the Chair, or as the Chair directs, on request, should his/her qualification be challenged. Ideally, that evidence should comply with the provisions of Article 9(c).