

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

THE COMPANIES ACT 2006 (Act)

**NOTICE IS HEREBY GIVEN** under the Act, as varied by The Corporate Insolvency and Governance Act 2020, of the Annual General Meeting of the Company to be held on **Saturday 28 November 2020 at 3.30pm**. Emma Knights will give the Annual Address at 2:00 pm and the AGM will promptly follow at 3:30pm.

To assist with the ongoing and proper governance of the Company at this challenging time, the meeting will be held online in accordance with government guidance and The Corporate Insolvency and Governance Act 2020 (**CIGA**). Therefore, there is no need for any member to attend the AGM in person.

As outlined in CIGA votes may be cast by electronic means, therefore Company members will be able to exercise their right to vote by downloading a voting form on the Company website, by completing the form and then by emailing it to [vote@nga.org.uk](mailto:vote@nga.org.uk). Alternatively, members can post their form to NGA, 4<sup>th</sup> floor, 36 Great Charles Street, Birmingham, B3 3JY. We urge all members to exercise their voting rights.

In order to ensure that members have the right to ask questions and to have them answered; members may submit any questions they have regarding the resolutions prior to the meeting in accordance with the timeline specified below:

- Deadline for submission of questions by members: 06/11/2020 at 5:00 pm  
Questions to be submitted to [questions@nga.org.uk](mailto:questions@nga.org.uk)
- Publication of trustee response to member questions: 13/11/2020 at 12:00 noon.  
Responses will be available on the Company's website.
- Commencement of voting: 13/11/2020 at 12:00 noon.
- Deadline for voting form submission: 26/11/2020 at 3:30  
Voting forms to be submitted to [vote@nga.org.uk](mailto:vote@nga.org.uk)

Members can register to attend the online Annual Address and AGM by going to the events section of the Company's website. All members are invited to observe the AGM but should be aware that there will be no facility to vote at the meeting or after the deadline for vote submission. Members will need to register to attend the AGM and Annual Address listed to begin at **2:00 pm** on 28 November on the Company's website.

Two tellers will count the votes submitted to [vote@nga.org.uk](mailto:vote@nga.org.uk) before 3:30 on 26/11/2020 under the observation of two scrutineers prior to the AGM. These positions will be appointed by the Chair of Trustees:

Proposed Tellers: Belinda McCarthy (Membership Officer) and Aine Sullivan (Membership Officer)  
Proposed Scrutineers: Abbey Mann (Head of Operations) and Heidi Copland (Chief Operating Officer).

The meeting will be held 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. Approval of minutes of Annual General Meeting held on 19 November 2019
3. Notification of the Directors elected by ballot
4. The receipt and adoption of the report of the Directors and the audited accounts of the Company for the year ended 31 March 2020.
5. 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
6. Any other ordinary business.

### **Special Business**

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

7. Subscriptions – the Honorary Treasurer will propose that, with effect from 1 April 2021 the following changes be made to subscriptions:
  - Individual Subscriptions to increase to £49.50
  - Governing Body Standard Subscriptions to increase to £99.00
  - Governing Body Gold Subscriptions to increase to £278.00
  - Corporate Subscriptions to increase to £310.00
  - Local association subscriptions for those with executive committees of up to 10 at £3 per school up to £450 (no change)
  - Local Association subscriptions for those with executive committees of 11 up to 20 £5.90 per school up to £950 (no change)

BY ORDER OF THE BOARD

Emma Myers

Company Secretary

Date: 23 October 2020

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 Company website and dispatched in hard copy form to any member who requests such a copy.

Association Members, Governing Body Members and Corporate Members entitled to vote 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.

Members are reminded that

- by Article 35(a) all monies payable by the Member (including subscriptions) must have been paid to entitle a Member to vote.