

# Explanatory Notes

## Remote participation

This year we are asking members to participate in the AGM remotely as, due to COVID-19, we have been unable to plan an in-person event and we felt that we could not guarantee the safety of our members and our staff at a face-to-face event.

If you would like to participate please book your place through the registration forms on our website at [www.parkinsons.org.uk/agm](http://www.parkinsons.org.uk/agm) (or contact [team@parkinsons.org.uk](mailto:team@parkinsons.org.uk) or 0800 138 6593 for assistance). More details are in the section headed “General notes” below.

## AGM

The formal business to be transacted at the AGM, as set out in the notice, includes:

### **Receiving the Charity’s annual accounts for the year ended 31 December 2019 and the report from the Chair of the People Committee:**

Receiving the Trustees’ report and financial statements along with the People Committee report is a formal part of every AGM. Our Audit & Risk Committee annually reviews the Trustees’ report and financial statements before they are approved by the Board of Trustees.

### **Trustee elections:**

In March 2020 we announced elections for a Trustee in Wales via the winter issue of The Parkinson.

Elaine Evans is deemed to be elected as an Elected Trustee under Article 7.3(a)(ii) of our Articles which states:

#### **“7.3 Elected Trustees**

- (a) If the number of candidates validly nominated for election to the Board as Elected Trustees from that area in accordance with these Articles: ...
- (ii) is equal to the number of vacancies, the candidate shall be deemed to be elected as an Elected Trustee”

### **Trustee retirements, appointments and co-options:**

Please see the People Committee report to members for information on changes to Board composition, including the use of co-option powers.

Details of all our current Trustees can be found at: [www.parkinsons.org.uk/trustees](http://www.parkinsons.org.uk/trustees)

### **Consideration of the ordinary resolution to appoint the charity’s new auditors (R 1):**

The appointment of the auditors is also a formal part of every AGM.

Members are asked to consider and, if thought fit, pass the following resolution which shall be proposed as an Ordinary Resolution:

*That BDO LLP be re-appointed as auditors of the charity and the Board of Trustees be authorised to agree their remuneration.*

## **Consideration of the Special Resolution to change the charity's Articles of Association (R 2):**

The Special Resolution is set out in full in Appendix 1 of the formal Notice.

The Articles of Association (the "Articles") of Parkinson's UK were adopted at the AGM in 2017 and are therefore relatively recent. The proposed amendments relate to two specific aspects:

1. *Flexibility in holding members' meetings:* The COVID-19 pandemic and the resulting restrictions imposed on large gatherings and movement of people have highlighted the need for companies to have additional flexibility in the way in which meetings are held and how communication at those meetings between members and the board take place. At the same time, the available technology to enable meetings to be held remotely or using different locations has improved considerably since 2017.

The Parkinson's AGM in 2020 is being held as a 'closed' meeting but with video and telephone link facilities to enable members to see and hear (or to hear) the proceedings and to ask questions of the board. The Articles do not, however, explicitly allow members who are not present at the main venue to be treated as attending the meeting.

Changes to the Articles are proposed so that in future members could participate and vote at a meeting even if not present at the main venue; to allow one or more satellite meetings to take place; and to permit the use of electronic facilities to allow members to participate fully in the AGM and other members' meetings using remote technology.

2. *Procedure for election of trustees:* There may be cases where a person with Parkinson's is unwilling to put him or herself forward for election out of concern that he or she might not be able to complete a full term. That might mean that the pool of good quality candidates with Parkinson's is more restricted than it needs to be. The proposed changes to the Articles relating to election are designed to make it easier for a person with Parkinson's to be put forward even where the person may have doubts about being able to complete a full four-year term.

### **General notes**

#### **"Attendance"**

The AGM will start at 10am so please log into the virtual event no later than 9.55am.

To book your place at the AGM please visit our website at [www.parkinsons.org.uk/agm](http://www.parkinsons.org.uk/agm) (if you can't register via our website please contact [team@parkinsons.org.uk](mailto:team@parkinsons.org.uk) or [agm@parkinsons.org.uk](mailto:agm@parkinsons.org.uk) or 0800 138 6593 for assistance).

As these events will be limited to members, virtual attendance information (such as password) will be provided to registered attendees. The event will be recorded and made available to members to watch afterwards.

You will be asked for your membership number as part of the reservation process so please have this to hand.

You will need to register for the AGM by Sunday 18 October 2020 in order to receive joining information before the day.

Please note that you cannot vote on the day and will need to give your instructions to vote by proxy in advance.

(You can register for the Members' Events via the same contact details - you will need to register for these by Monday 28 September).

## **Papers and further information**

Copies of the AGM papers are available via our website or in hard copy, free of charge, on request. Unless specifically requested a hard copy of these documents will not be sent.

- Download the documents from our website at [www.parkinsons.org.uk/agm](http://www.parkinsons.org.uk/agm)
- Request a hard copy by calling 0844 415 7863, email [resources@parkinsons.org.uk](mailto:resources@parkinsons.org.uk) or write to Parkinson's UK, PO Box 637, Wetherby Road, York, YO26 7NH. For this year's AGM papers quote the following reference codes:
  - PKMINS19 Draft minutes of the 2019 AGM
  - PKAR19 Trustees' report and financial statements 2019
  - PKPC20 People Committee report 2020
  - PKAGM20 Complete pack of all documents

## **Proceedings**

At the beginning of the AGM the Chair will relay any apologies for absence and confirm that a quorum is present. The quorum is 50 members present in person or by proxy. As we are holding a virtual event this year the quorum will be met by proxy attendance. We are asking all members to appoint the Chair as your proxy.

## **Proxy voting and attendance**

It will not be possible for members to attend in person this year. Members are asked to appoint the Chair of the meeting as their proxy to vote on their behalf. This can be done either online or by post.

- To submit a proxy form online just go to [www.cesvotes.com/parkinsonsuk2020](http://www.cesvotes.com/parkinsonsuk2020) and enter both parts of the security code on your form. Then follow the straightforward instructions provided.
- To return a proxy form by post send your completed form to Civica Election Services, 33 Clarendon Road, London N8 0NW

Completed proxy forms must be received by no later than **10am on Thursday 22 October 2020**.

Every member present, either in person or by proxy, at the AGM has one vote per resolution. If there is an equality of votes, the Chair of the meeting shall have a second or casting vote.

## **Questions**

In addition to Q&A at the AGM, you can submit your questions and comments in advance to our chair of the board Gary Shaughnessy, at [team@parkinsons.org.uk](mailto:team@parkinsons.org.uk) or c/o Kate Monro, Company Secretary, 215 Vauxhall Bridge Road, London SW1V 1EJ.

Any questions submitted in advance will receive a direct written response, in advance of the meeting if at all possible. Please note that if your question is received close to the meeting date we may not be able to respond in advance of the meeting but you will still receive a response.

***Continued overleaf***

Attendees will receive a copy of written questions and answers in advance of the meeting for their reference (if you submit a question in advance you will be asked whether you give consent for this to be circulated).

**Additional contact information**

If you have problems with any of the contact information provided above, Kate Monro, Company Secretary, can be contacted on 020 7963 3930 or [agm@parkinsons.org.uk](mailto:agm@parkinsons.org.uk).