

Parkinson's UK Annual General Meeting

Saturday 24 October 2020

10am - 11.30am

Agenda

9:50AM JOINING THE AGM REMOTELY

The meeting will start at 10am sharp, so please join prior to 10am.

10AM AGM BUSINESS (please see formal notice for details)

During this session you will hear from the Chair¹ about the charity's work and impact over the last 18 months, as well as the board's ambitions for the charity's future.

You will also receive the charity's annual report and financial statements for the year ended 31 December 2019, and the report of the Chair of the People Committee; and the results of voting on resolutions.

10.20AM MEMBER Q&A with Chair, trustees, CEO and members of the Executive Leadership Team

11.25AM CHAIR'S CLOSING REMARKS

11.30AM AGM CLOSES

It is at the AGM that the business required by the charity's governing document and regulations will be transacted. Please note that we are asking all our members to give their instructions to vote by proxy in advance.

¹ In accordance with the Articles the Chair of the Board shall preside as Chair of the AGM. If the Chair of the Board is prevented from attending, the Vice-Chair of the Board shall preside as Chair of the AGM.

**Parkinson's Disease Society of the United Kingdom Company No. 948776
(operating as Parkinson's UK)**

Notice of the 2020 Annual General Meeting (AGM)

Notice is hereby given of the **2020 Annual General Meeting** (the "**AGM**") of the Parkinson's Disease Society of the United Kingdom (the "**Charity**") to be held at 215 Vauxhall Bridge Road, London, SW1V 1EJ on Saturday 24 October 2020 at 10am to transact the business as set out below.

IMPORTANT NOTE: we are asking all our members to join us remotely via videoconference, as owing to COVID-19 the Charity is unable to host an in-person AGM during 2020. You will be able to see the proceedings and ask questions. Voting must be done in advance by completing the proxy form. Details as to how to register are set out in the explanatory notes; joining details will be sent to registered members.

The formal business of the meeting will be dealt with at the venue specified above and will be attended in person only by the Chair of the meeting and a very limited number of other attendees whose presence is considered necessary for the proper running of the meeting. All participants who attend in person will be at a safe physical distance.

1. To hear the Chair's Report from the Board to members.
2. To receive the Charity's annual accounts for the financial year ended 31 December 2019 together with the trustees' report and auditor's report on those accounts.
3. To receive the report of the Chair of the People Committee.
4. To consider and if thought fit to pass the following resolution which shall be proposed as an Ordinary Resolution (R1):

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

5. To consider the proposed changes to the Articles of Association and, if thought fit, pass the Special Resolution (R2) which is set out in Appendix 1 of this notice.
6. To receive and approve the minutes of the 2019 AGM held on Saturday 12 October 2019.
7. To be advised of the provisional date of the 2021 AGM.
8. Any other business.

By order of the Board of Trustees

Kate Monro
Company Secretary

**Parkinson's Disease Society of the United Kingdom (a company limited by guarantee
registered in England and Wales) Registered office:
215 Vauxhall Bridge Road London SW1V 1EJ**

Date: 4 September 2020

Appointment of proxies: As a member of the Charity, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM pursuant to section 324 of the Companies Act 2006 and you should have received a proxy form with this notice of meeting. Voting on all resolutions put to the meeting will be conducted by a poll. We are unable to allow “show of hands” voting during the videoconference.

A member who wishes to exercise their right to vote will need to appoint the Chair as his or her proxy. **You can still join the meeting by video conference and ask questions.**

Appendix 1: Special Resolution to amend the Articles of Association

That the Articles of Association be amended as follows:

- I. By the insertion immediately after the word “place” in the first sentence of article 6.3(c) of the words “(including the place of any Satellite Meeting and any electronic arrangements for joining the meeting)”.
- II. By the insertion of the following new articles 6.11 and 6.12 immediately after the existing article 6.10:

“6.11 Participation in General Meetings

- (a) The Board may make any arrangements it decides fit to allow those entitled to do so to attend and participate in any members’ meeting.
- (b) Unless the notice of the meeting says otherwise or the chair of the meeting decides otherwise, a members’ meeting will be treated as taking place where the chair of the meeting is at the time of the meeting.
- (c) Two or more persons who may not be in the same place as each other attend and participate in a members’ meeting if they are able to exercise their rights to speak and vote at that meeting. A person is able to exercise the right to speak at a members’ meeting if that person can communicate to all those attending the meeting while the meeting is taking place. A person is able to exercise the right to vote at a members’ meeting if that person can vote on resolutions put to the meeting (or, in relation to a poll, can vote within the required time frame) and that person’s vote can be taken into account in deciding whether or not such resolutions are passed at the same time as the votes of others attending the meeting.
- (d) When deciding whether a person is attending or participating in a meeting other than at a physical place, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating.
- (e) Where Members can participate at a members’ meeting by means of an electronic facility, any document required to be on display or available for inspection will be made available for the required period in electronic form to those persons entitled to inspect it and this will satisfy any such requirement.

Continued overleaf

6.12 Electronic Facilities and Satellite Meetings

- (a) The Board may decide to let persons entitled to attend and participate in a members' meeting do so by simultaneous attendance and participation by means of an electronic facility. Members present in person or by proxy by means of such electronic facility will be counted in the quorum for, and entitled to participate in, the members' meeting.
- (b) The Board may also decide to let persons entitled to attend and participate in a members' meeting do so by simultaneous attendance and participation at a Satellite Meeting. Members present in person or by proxy at Satellite Meeting places shall be counted in the quorum for, and entitled to participate in, the members' meeting. The Satellite Meeting will be treated as taking place where the Chair is at the time of the meeting and the powers of the chair of the meeting will apply to the Satellite Meeting.
- (c) Any members' meeting at which electronic facilities are available and any Satellite Meeting will be duly constituted and its proceedings valid if the chair of the meeting is satisfied that facilities are available throughout the meeting to enable all Members attending the meeting by whatever means and at all the meeting places to:
 - (i) participate in the business for which the meeting has been called;
 - (ii) hear all the people who speak at the meeting and at any Satellite Meeting; and
 - (iii) be heard by all other people attending and participating in the meeting."

III. By the insertion of the following new Article 7.3(c) after the existing Article 7.3(b):

"Any person who is willing to stand for election but who is a person with Parkinson's and is concerned that he/she may not be able to serve a four-year Term shall still be eligible to stand for election. The Trustee election procedures shall enable such a person to make a confidential disclosure to this effect to the Chair."

IV. By the insertion of the following new definition in article 17 immediately after the definition of 'Regulations':

"**Satellite Meeting**' means a satellite meeting taking place anywhere in the United Kingdom at which members may attend and participate in a members' meeting in accordance with article 6.12;".