

Registered number: 05000185

Charity number: 01103063

BUCKINGHAMSHIRE MIND
(The Buckinghamshire Association for
Mental Health)

NOTICE OF ANNUAL GENERAL MEETING

Tuesday 12 December 2023 at 12 noon
Online via Microsoft Teams



BUCKINGHAMSHIRE MIND
(The Buckinghamshire Association for Mental Health)

ANNUAL GENERAL MEETING

A G E N D A

Introduction

1. Introduction by Chair of Trustees and apologies for absence
2. To agree the minutes of the previous Annual General Meeting, 6 December 2022
3. Review matters arising from the minutes of the previous Annual General Meeting
4. Trustee resignations during the year to 12 December 2023
 - a. Claire Louise Robinson-Learoyd (resigned 16 March 2023)
 - b. Carl Anthony Charlesworth (deceased 20 July 2023)
5. Trustees retiring by rotation and not standing for re-election: Richard Long
6. Presentation of the Trustees' Report for the period 1 April 2022 – 31 March 2023 and formal adoption of the Financial Statements – Alice Kirkwood, Finance Manager.

Each member present will be asked to consider the following resolutions. You will be asked to indicate your vote using the Microsoft Teams Poll function. Each member has one vote for each resolution either 'For' or 'Against'.

Ordinary resolutions

Trustees retiring by rotation and standing for re-election:

7. Approve the re-election of Bryan Sturdy as a Trustee
8. Approve the re-election of Simon Sotomey as a Trustee

Ratification of trustees appointed during the year since the last AGM:

9. Approve the election of Emma Lisa Bester as a Trustee
10. Approve the election of Shannon Tanya De Alwis as a Trustee
11. Approve the election of Dawn Martin as a Trustee

Proposal to re-appoint the Auditors:

12. Approve the appointment of Hillier Hopkins LLP, as auditors, for the year ending 31 March 2024
13. To authorise the Trustees to determine the auditor's remuneration

Special resolutions

Adoption of new Articles of Association:

14. Under resolution 14, the charity is proposing to adopt new articles of association in substitution for the existing articles of association. The principal changes introduced by the new articles of association are summarised as an Appendix to this notice of meeting.

GENERAL INFORMATION

The Buckinghamshire Mind AGM is being held online via Microsoft Teams. As a valued member of Buckinghamshire Mind, if you would like to attend the AGM, please RSVP to Jo Brennan (Board Secretary) by Friday 1 December 2023.

Email: Joanna.Brennan@bucksmind.org.uk

Telephone: 07904 602786

Members unable to attend the AGM are entitled to appoint a proxy to attend and vote on their behalf. If you wish to appoint a proxy, please contact Jo Brennan (contact details above) as soon as possible. Jo Brennan will advise you of the steps that must be followed for the appointment of a proxy to be valid.

Attending members will be sent the Microsoft Teams link to join the virtual meeting 7 days prior to the AGM. Attending members must join this link with a device that has a camera, microphone and audio via a stable internet connection. Attending members will be able to access the meeting link 10 minutes prior to the AGM starting to test their connection. Late joiners will be admitted into the meeting up to 10 minutes after the scheduled start time.

In the event that an attending member loses internet connection, they will be able to join the Teams meeting via phone. The dial-in phone number will be provided with the Teams link 7 days prior to the AGM. Attending members joining via phone will be called upon by name to cast their vote audibly for each resolution.

In the unlikely event that the AGM meeting host loses internet connection, the meeting shall be adjourned to such time and place as the Trustees Directors shall determine.

APPENDIX

Summary of the principal changes to the Articles of Association

None of the proposed changes to our Articles of Association will impact on the Charity's mission. Buckinghamshire Mind is run by local people for local people. Our vision is that everyone with a mental health problem gets support and respect.

**We stand up for mental health. Our services change lives.
For support. For respect. For you.**

Introduction

Buckinghamshire Mind is a charity with an 'open' membership. This means that anyone can apply to be a member of the charity, giving them the right to vote at the AGM or Emergency General Meeting (EGM). Whilst we appreciate and recognise the important role played by our members, the level of engagement and interaction we have with many of our members is low. Our current 'open' membership has inherent governance risks, particularly as the number of members falls. In particular there is the potential for a small number of people to seek to influence decisions in a way that is not in the best interests of the charity or is in their own self-interest.

Proposal

In light of this context, Buckinghamshire Mind are putting forward a resolution to amend the Articles of Association (our Governing Document) to change the membership structure from 'open' to 'closed', whereby the Trustees of Buckinghamshire Mind become its only members.

Principal changes

Regulatory updates

Our existing articles of association were last subject to approval in March 2004. Our proposed new articles of association have been updated to reflect the latest regulatory references. In addition, we have consolidated our

memorandum into the articles of association. As since 1 October 2009, all constitutional provisions contained in a charitable company's memorandum are treated as being part of the articles of association.

Membership structure

Our membership structure becomes 'closed' whereby the Trustees are the charity's only members. Instead of an open membership structure, the Trustees will be able to create non-voting membership classes for staff and other supporters.

Other minor amendments to reflect latest legislation and best practice

- To ensure the continued efficiency of the Board of Directors, we have proposed that there must be at least 5 Directors and no more than 15 Directors
- The Directors should settle disputes through agreement and mediation before resorting to litigation
- The Directors can appoint specialist advisers to provide advice and guidance
- Directors are appointed for an initial three-year term which can be renewed up to a maximum of 9 years
- To reduce administrative burdens on the Charity, Annual General Meetings will no longer be required (unless requested by the members)

A copy of the charity's existing articles of association and the proposed new articles of association will be available for inspection in person at our High Wycombe office or digitally via a non-public page on the Buckinghamshire Mind website. If you would like to inspect these documents, please contact Jo Brennan (contact details above) outlining your review preference (in person or digital).
