



ARTHRITIS CARE

*Empowering  
people with arthritis.*

# ARTHRITIS CARE

## ANNUAL GENERAL MEETING 2007

Notice is hereby given that the annual general meeting of Arthritis Care (a company limited by guarantee) will be held at the British Library, St Pancras, 96 Euston Road, London NW1 2DB on Saturday 14 July 2007 at 1.30pm for the following purposes:

### RESOLUTION 1

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To receive the minutes of the annual general meeting held on 15 July 2006.

### RESOLUTION 2

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To receive the annual report and accounts of Arthritis Care for the year ended 31 December 2006.

### RESOLUTION 3

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To re-appoint Sayer Vincent as auditors and to authorise the board of trustees to determine the remuneration of the auditors.

### RESOLUTION 4

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To elect the following as a specially appointed trustee in accordance with the provisions of Article 39:

*Ms Samantha Peters*

### RESOLUTION 5

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To note the election of the following as a directly elected trustee with effect from the date of this meeting:

*Ms Ann Frye\**

### RESOLUTION 6

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To note the election of the following as directly elected trustees with effect from the conclusion of the 2006 annual general meeting:

*Dr David Doyle*

*Dr Richard Hull*

*Ms Marianne Scobie*

### RESOLUTION 7

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To note the election/re-election of the following national/regional trustees:

*Mrs Ann Heaton – North England regional committee*

*Mrs Chris Knight – South West England regional committee*

*Ms Norma McDonald\*\* – Scotland committee*

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## RESOLUTION 8

To consider and, if thought fit, to pass the following Resolution, which will be proposed as a Special Resolution, relating to the company's Articles of Association to enable the Company to register as a charity in Scotland with the Office of the Scottish Charity Regulator.

That under 'Words and Meanings' in clause 1 of the Articles of Association and in alphabetical order the following definition of 'charitable purpose' shall be included:

'Throughout this Memorandum and Articles of Association a "charitable purpose" is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland, and the term charitable is to be interpreted in accordance both with the law of England and Wales and the law of Scotland.'

## RESOLUTION 9

To consider and, if thought fit, to pass the following Resolutions, which will be proposed as Special Resolutions, relating to the Company's Memorandum and Articles of Association as follows:

- i) That the following words in bold type be inserted in the definition of 'The Act' in Article 1: 'The Companies Act 1985 **as amended by the Companies Act 1989** including any statutory modification or re-enactment thereof for the time being in force'
- ii) That, subject to receipt of the Charity Commission's prior written consent, the words 'persons suffering from arthritis' be replaced with 'people with arthritis' in Clause 3 and sub-clauses 4 (A) and (B), 11, 12 (B), 13 and 16 of the Memorandum of Association of the Company
- iii) That the following words in bold type be inserted in Article 12 (A): 'If any subscription payable by him as such member shall have remained unpaid for more than three months after the same shall have become payable **and the Board of Trustees resolves to end that membership and the date of cessation of membership is entered in the register of members of the Association; or**' and the words', and his name shall have been removed from the register of members of the Association; shall be deleted
- iv) That the following words in bold type be added at the end of Article 14: 'The member's signature to the application form shall be considered as his agreement to be bound by the Memorandum and Articles of Association, and any alterations therein from time to time made in accordance with law and any bye-laws and regulations of the Association for the time being in force. **The Board of Trustees may delegate the power to admit members**'
- v) That the following words in bold type be inserted in Article 34 (B): 'On a show of hands and on a poll every member present in person **or by proxy** shall have one vote'
- vi) That article 34 (C) which currently reads: 'On a poll votes may only be given personally and not by proxy' be deleted in its entirety.
- vii) That a new Article 35 (A) be inserted as follows under the heading 'Proxy Votes'

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35 (A) (i): A member of the Association who is entitled to attend and vote at a general meeting may appoint another person as proxy to attend and vote instead of him on any resolution

35 (A) (ii): The appointment of a proxy shall be in writing, shall be signed by and on behalf of the person making the appointment and shall be set out in such form as may from time to time be approved by the Board of Trustees

35 (A) (iii): A vote exercised by proxy is valid even if the proxy has been revoked or ended in some other way, unless notice of its revocation or termination was received before the start of the meeting at which the vote is to be exercised or (when the poll is not taken on the same day as the meeting) before the time appointed for taking the poll

- viii) That the following in bold type be added at the end of Article 72: 'A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members **or if the member has consented in writing to receiving notices by fax by sending it by fax to the member's fax number or if the member has consented in writing to receiving notices electronically and has provided the Association with an email address by sending it by email to that address**'
- ix) That the following in bold type be added at the end of Article 74: 'Any notice, if served by post, shall be deemed to have been served on the second day (excluding Sundays and Bank Holidays) following that on which the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter. **If notice is sent by fax or email it will be treated as properly sent if the Association receives no indication that it has not been properly sent. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent**'
- x) That a new Article 74 (A) be inserted as follows: 'The Association may assume that any fax number or email address given to them by a member remains valid unless the member informs the Association that it is not'
- xi) That a new Article 75 (A) be inserted as follows: 'Where a member has informed the Association in writing of his consent or has given deemed consent in accordance with the Act, to receiving notices from the Association by means of a website, notice will be validly given if the Association sends that member a notification informing that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with Article 72 and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question'

## NOTES:

\* Ms Ann Frye put herself forward for selection in the election process undertaken following the 2006 annual general meeting and was elected unopposed.

\*\* Ms Norma McDonald was re-elected by the Scotland committee as one of its two national representatives to the board for a further term, with effect from the conclusion of the 2006 annual general meeting.

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*Ann Frye OBE, BA*

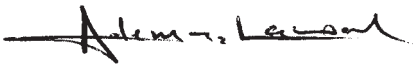
Ann is a graduate of London University where she read modern languages. During a career in the civil service which lasted over 25 years, she was responsible for setting up the transport provisions of the Disability Discrimination Act and is currently a trustee of Mobility Choice and of the Volunteer Centre Westminster. Ann works as an independent consultant specialising in mobility needs and is a visiting professor in the department of Civil & Environmental Engineering at University College London. Ann has over 20 years experience working in the voluntary sector.

*Samantha Peters BA*

Samantha is a graduate of Hull University where she read English language and literature. She is currently chief executive of the British Society for Rheumatology and British Health Professionals in Rheumatology – associations which seek to improve care for people with arthritis. Samantha is an experienced chief executive within the charity sector with proven success in generating growth, fostering cultural change and developing engagement in public affairs. Her interests include current affairs, opera and poetry. She won a Bridport Prize in 2005 for her poem *Winter Walking on Hampstead Heath*.

Following the formal business of the annual general meeting (as set out in the notice) and the questions and answers session, there will be a presentation on the strategic review and proposals for increasing the membership.

By order of the board



Ade Lawal  
Company Secretary

## WHERE TO FIND US



The British Library, St Pancras, 96 Euston Road, London NW1 2DB

A Company limited by guarantee, registered in England, No. 529321  
Registered office: 18 Stephenson Way, LONDON NW1 2HD  
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