

Epilepsy Society
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19 November 2020

Dear Member,

Notice of 70TH Annual General Meeting of Members, 11 December 2020, 2pm

I am writing to invite you to attend the Annual General Meeting of Members which this year is to be held remotely via BlueJeans.

Please find enclosed the Agenda for this meeting and minutes from the 69th Annual General Meeting. If you are unable to attend the virtual meeting please could you play your part by voting on the resolutions by way of the enclosed Proxy Form.

Please see below details on how to join the meeting:

- Go to www.bluejeans.com
- Click on 'Join Meeting'
- Enter Meeting ID: 626 746 977
- Enter your name
- You can join as a Guest or create an account.

A copy of the Annual Report and Accounts are available by request via the Company Secretary or online at <https://www.epilepsysociety.org.uk/annual-reports-and-accounts>.

Thank you for your support.

Yours faithfully,



Angela Alabi
Company Secretary

ANNUAL GENERAL MEETING

On 11 December 2020 at 2pm

NOTICE

AGENDA

1. Introduction and Chairman's Report by Peter Worthington.
2. Receive Minutes of the sixty-ninth Annual General Meeting.
3. Receive Annual Report and Accounts and Auditor's Report thereon for the financial year ended 31 March 2020.
4. Re-appoint Crowe U.K. LLP as the Society's auditors until the next Annual General Meeting and to authorise the Trustees to fix their remuneration.
5. In accordance with s67(c) of the Articles, consider a resolution to re-elect the following individuals who retire by rotation:
 - a. James Hagan;
 - b. Richard Murley;
 - c. Madani Sow; and
 - d. Stephen Smith

To note the retirement of:

 - e. Christopher Blue
6. Note the appointment of the new Vice Chairman of the Society pursuant to s37 of the Articles:
 - a. Richard Murley
7. Questions from the floor.
8. Closing remarks.



Proxy Form

I/We (name in full)

Of

hereby appoint the Chairman of the Meeting or (delete as appropriate) as my/our proxy to attend, to speak and to vote at the Annual General Meeting of the Epilepsy Society to be held remotely via BlueJeans on 11th December 2020 at 2pm and at any adjournment thereof.

	Ordinary Business – Ordinary Resolutions	FOR	AGAINST	ABSTAIN
1.	Consider an ordinary resolution to re-appoint Crowe U.K. LLP as the Society’s auditors until the next Annual General Meeting and to authorise the Trustees to fix their remuneration.			
2.	In accordance with s67 of the articles, consider an ordinary resolution to re-elect the following individuals who retire by rotation: <ul style="list-style-type: none"> a. James Hagan; b. Richard Murley; c. Madani Sow; and d. Stephen Smith 			

Please indicate with an “X” how you wish your vote to be cast. If you do not indicate how you wish your Proxy to use your vote the Proxy will exercise discretion on to how to vote or whether to abstain from voting.

Signature(s) or Common Seal:

Date:

NOTES:

A Member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend, and, on a poll, to vote in his/her stead. A proxy need not be a Member of the Company. Completion of a form of proxy does not preclude a Member from attending the meeting and voting thereat (in the event of such action the said proxy form will be discounted).

Any form of proxy and power of attorney or other authority under which it is signed, or notarially certified or office copy of such power or authority in order to valid, must reach the Company’s Registered Office, Epilepsy Society, Chesham Lane, Chalfont St Peter, Buckinghamshire, SL9 0RJ, not less than 48 hours before the time of the meeting.

Biographies

Agenda item no.5: In accordance with s67(c) of the Articles, consider a resolution to re-elect the following individuals who retire by rotation

Jim Hagan

Jim was elected to the Board of Trustees in 2015. Following graduation, he took a PhD in neuroscience and after postdoctoral research in the UK and The Netherlands worked in leadership positions in the pharmaceutical industry, focusing on the discovery and development of drugs for psychiatric and neurological conditions. From 2009-2015 he led GMEC, a not-for-profit company formed by six leading UK universities to foster biomedical translational research. He is a Consultant for Sosie Heptares Therapeutics and Astex Pharmaceuticals. He is also an Expert for the EU Commission IMI Programme.

Madani Sow

Madani was elected to the Board of Trustees in 2018. He is an Engineer, CEO and Chairman with over 30 years international business leadership in the Construction industry. He offers experience and capability to the Society in the areas of regeneration of major estate and property development as well as property and facilities management – in both public and private spheres. A material part of that work involved corporate leadership, entrepreneurship, strategy development and stakeholder engagement. He spent his career in the Bouygues Group starting internationally, then France and ultimately the UK rising to become Chairman & CEO of Bouygues Construction UK.

Professor Stephen Smith

Stephen was elected to the Board of Trustees in 2018. He is a clinician/executive having held senior positions in Academic Medicine at the University of Cambridge, Imperial College, London and most recently the University of Melbourne. He is currently Chair of East Kent Hospitals University NHS Foundation Trust having been on the Board of Great Ormond Street Hospital for Children, and currently serves on the Board of Netscientific Plc. Stephen led the formation of the UK's first Academic Health Science Centre at Imperial College Healthcare NHS Trust, when Dean of Medicine at Imperial College and was its first CEO. He was the founding Dean of the Lee Khong Chian Medical School in Singapore. He was also founder/director of GNI Group Ltd, a biotechnology company based in Shanghai and Beijing.

Richard Murley

Richard was elected to the Board of Trustees in 2018. He has spent the bulk of his career as a corporate financier in the City of London. He is currently a Senior Adviser at Rothschild & Co. From 2010-2017 he was Chairman of University College London Hospitals NHS Foundation Trust where he was introduced to Epilepsy Society. He is now Chairman of Macmillan Cancer Support and of United Trust Bank plc, Senior Independent Member of the Medical Research Council, a Member of the Takeover Panel and a Trustee of the Royal Society of Medicine.

**MINUTES OF THE SIXTY-NINTH ANNUAL GENERAL MEETING FOR THE EPILEPSY SOCIETY
HELD AT THE SEMINAR ROOM, ESRC, CHALFONT CENTRE, CHESHAM LANE, CHALFONT ST PETER,
BUCKINGHAMSHIRE, SL9 0RJ ON 13 DECEMBER 2019 AT 3PM.**

(Registered in England and Wales with company number 00492761)

For details of Members and Trustees present, please refer to the attached schedule

1. The Chairman opened the sixty-ninth Annual General Meeting of the Epilepsy Society and welcomed everyone.

It was noted that a quorum was present, and the meeting agreed to take the Notice of the AGM as read.

2. The meeting noted the Minutes of the last (sixty-eighth) Annual General Meeting.

The Chairman pointed out that there was an error within the minutes circulated. The minutes stated that the Chief Executive Officer of the Society presented the Annual Report and Financial Accounts for the year ended on 31 March 2018. This is incorrect. The Chief Financial Officer had presented the Annual Report and Financial Accounts in the absence of the Treasurer.

The correction was noted.

A Member mentioned that there was a discussion regarding the expansion of the membership at the last meeting. The Chairman and CEO pointed out that there are approximately 94 Members with voting rights and many more Members that do not have voting rights but do support the charity through their general membership. The Member further highlighted that Members had also agreed that Trustees will provide Members with a synopsis of their background and relevant skills at the time of the appointment and an indication of how they hope to assist the Charity.

3. The Chairman provided an insight into the past 12 months of the Society, which he stated had been incredible. He highlighted the Society's achievements including the strengthening of the genetic research, the crisis with the medication shortages that was successfully managed, the positive rating provided by the Care Quality Commission of the Society's care homes and finally the challenge of raising £2 million that enabled the Society to train 2,000 people about epilepsy in the workplace and to take 3,000 calls on the helpline. A video was introduced about one of the Society's supporters, Richard, which underlined and reinforced the value of the helpline to those with epilepsy.
4. The Treasurer of the Society presented the Annual Report and Financial Accounts for the year ended on 31 March 2019.
5. The Chairman proposed as an ordinary resolution in accordance with s67(c) of the Articles to re-elect, as Trustees, the following individuals who retire by rotation:

- a. Catherine Alcock;
- b. Andrew Farrell;
- c. Andrew George; and
- d. Michael Stone.

The resolution was put to the meeting and carried.

- 6. It was noted that Adrian Waddingham had resigned as Vice Chairman and as a Trustee during the year.

The Chairman thanked Adrian Waddingham warmly for his service and support at Epilepsy Society.

- 7. It was noted that the appointment of a new Vice Chairman will be taken forward in the coming year.
- 8. Professor Ley Sander's presentation was deferred as he was unable to attend the meeting because he was currently out of the country.
- 9. The Chairman asked if those present had any questions. No questions were raised by those present.
- 10. Countess Howe concluded the meeting highlighting the media coverage that the Society has had this year and how this will help to support the fundraising activities. Praise was given to the Charity's staff for facing challenges with expertise, enthusiasm and dedication.

Countess Howe finally thanked Adrian Waddingham for his contribution and dedication to the Epilepsy Society and presented him with a gift on behalf of the Society.

The Chairman thanked all Trustees, staff, supporters and the Society's President, Countess Howe, for all that they have done for the Charity over the past year.

There being no other business the Chairman declared the meeting closed at 3.45pm.

Confirmed as a true and correct record:

.....
Chairman

.....
Date

Schedule of Trustees and Members

Dodwell I	Member
Ryan F	Member
Porter H	Member
Alcock C	Trustee
Blue C	Trustee
Goodfellow P	Trustee
Hagan J	Trustee
Waddingham A	Trustee
Wheeler D	Trustee
Worthington P	Trustee
George A	Trustee
Smith S	Trustee
Stone M	Trustee
Farrell A	Trustee