

20 November 2024

Dear Member,

**Notice of 74<sup>th</sup> Annual General Meeting of Members, 13 December 2024, 11.30 am**

I am writing to invite you to attend the Annual General Meeting of Members to be held at the Epilepsy Society, Chesham Lane, Chalfont St Peter, Buckinghamshire, SL9 0RJ, in the Meeting Room, Kent House, at 11.30 am.

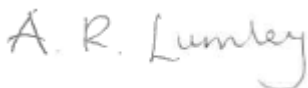
Please find enclosed the Agenda for this meeting and minutes from the 73<sup>rd</sup> Annual General Meeting. If you are unable to attend the meeting please could you play your part by voting on the resolutions by way of the enclosed Proxy Form.

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

A copy of the papers along with any additional updates to the agenda can also be found online at <https://www.epilepsysociety.org.uk/annual-reports-and-accounts>.

Thank you for your support.

Yours faithfully,



**Anthony Lumley**  
Company Secretary

## ANNUAL GENERAL MEETING

On 13 December 2024 at 11.30 am

### NOTICE

### AGENDA

- |                                                                                                                                                                                                                          |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| 1. Introduction and Chair's Report by Kate Alcock                                                                                                                                                                        | Chair     |
| 2. Receive Minutes of the seventy third Annual General Meeting held on 13 December 2023                                                                                                                                  | Chair     |
| 3. Receive Annual Report and Accounts and Auditor's Report thereon for the financial year ended 31 March 2024.                                                                                                           | Treasurer |
| 4. 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.                                 | Chair     |
| 5. Consider an ordinary resolution to appoint the following individuals who have been recommended for election by the Board under s39(a) of the Articles as Trustees of the Society:<br>a. Sarah Miller<br>b. Penny Owen | Chair     |
| 6. In accordance with s38 of the Articles, consider a resolution to re-elect the following individuals:<br>a. Andrew Gosling<br>b. Andrew Gray<br>c. Jim Hagan                                                           | Chair     |
| 7. Pursuant to s44(f) of the Articles, to note the retirement of the following individuals:<br>a. Deborah Wheeler                                                                                                        | Chair     |
| 8. Questions from the floor.                                                                                                                                                                                             | Chair     |
| 9. Closing remarks.                                                                                                                                                                                                      | Chair     |

**MINUTES OF THE SEVENTY THIRD ANNUAL GENERAL MEETING FOR THE EPILEPSY SOCIETY  
HELD AT THE EPILEPSY SOCIETY CHESHAM LANE, CHALFONT ST PETER, BUCKINGHAMSHIRE, SL9  
ORJ, AND REMOTELY VIA ZOOM ON 13 DECEMBER 2023 AT 4.30 PM.**

*(Registered in England and Wales with company number 00492761)*

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

- 1 The Company Secretary read out a message from Countess Howe to the charity.

The Chairman opened the seventy-third Annual General Meeting of the Epilepsy Society and welcomed everyone to the meeting.

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

The Chairman provided an overview of the past 12 months of the Society. A special thanks was extended to Directors and Trustees for their hard work and commitment over the past year.

- 2 The meeting noted the Minutes of the last (seventy-second) Annual General Meeting.
- 3 The Annual Report and Financial Accounts for the year ended on 31 March 2023 was presented.
- 4 The Chairman proposed as 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.

The resolution was put to the meeting and carried.

- 5 The Chairman proposed as an ordinary resolution in accordance with s39(a) of the Articles to appoint, as Trustees, the following individuals:
  - a. Rae Avatar Barnett; and
  - b. Nick Grant
  - c. Hannah Purves
  - d. Karen Skinner
  - e. Robin Woolfson

The resolution was put to the meeting and carried.

- 6 The Chairman proposed as an ordinary resolution in accordance with s38 of the Articles to re-elect the following individuals:
  - a. Jim Hagan

The resolution was put to the meeting and carried.

- 7 In accordance with s35 of the Articles noted the resignation of the following individual
  - a. Andrew George; and
  - b. Madani Sow
  - c. Stephen Smith
  - d. Peter Worthington

8 In accordance with s37 of the Articles noted the appointment of the new Treasurer and new Vice Chairman of the Society:

- a. Jacqueline Sullivan (Vice Chairman)
- b. Andrew Gray (Treasurer)

9 The Chairman asked if those present had any questions.

10 The Chairman thanked all those present for attending the meeting.

There being no other business the Chairman declared the meeting closed at 4.45pm.

**Confirmed as a true and correct record:**

.....  
Chairman

.....  
Date

### 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 at the Epilepsy Society, Chesham Lane, Chalfont St Peter, Buckinghamshire, SL9 0RJ, in the Meeting Room, Kent House, on 13 December 2024 at 11.30 am and at any adjournment thereof.

	<b>Ordinary Business – Ordinary Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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.	Consider an ordinary resolution to appoint the following individuals who have been recommended for election by the Board under s39(a) of the Articles as Trustees of the Society: a. Sarah Miller b. Penny Owen			
3	In accordance with s38 of the Articles, consider a resolution to re-elect the following individuals: a. Andrew Gosling b. Andrew Gray c. Jim Hagan			

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).

In order to be valid this Proxy Form 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: Consider an ordinary resolution to appoint the following individuals who have been recommended for election by the Board under s39(a)***

#### Sarah Miller

Sarah has been Chief Executive Officer of the Papworth Trust since 2018 and has worked in the social care sector for over 30 years. She began as a support worker in the 1980s and has worked for RNID, Sense and The Guinness Partnership in a range of operational roles. Prior to the Trust she was Deputy Chief Executive with Walsingham Support, a national disability charity. Sarah is a Trustee of Walsingham Support Parish Councillor with Boughton Parish Council. She has an NHS BA (hons) in Healthcare and Care Management, an MSc in Adults with Learning Difficulties and significant needs and an MBA and is a Chartered member of the Chartered Institute of Housing (CIH).

#### Penny Owen

Penny has been the National Physical Laboratory's Environment, Social Impact and Governance (ESG) Director since 2017. After completing her PhD in Biochemistry at Birmingham University, Penny joined Amersham International as a research scientist. She held a variety of technical roles focused supporting pharmaceutical discovery and development, in collaboration with major pharmaceutical industry customers. She then took the opportunity to move to a business role and subsequently held a range of positions, covering products from molecular biology reagents and radiochemicals to sensitive detection instruments for cellular imaging. Following the acquisition of Amersham by GE in 2005, Penny held a range of senior business leadership roles, including leading a global research consumable products business unit and developing sales and operations for a global network of production sites and warehouses. From 2011-2017, she was an external advisor for Welsh Government on their life sciences strategy and was instrumental in the launch of Life Sciences Hub Wales, serving as non-executive director and Interim Executive Chair. As well as her PhD, Penny also has a Postgraduate Diploma in Marketing (CIM) and an MBA in Life Sciences (Open University).

### ***Agenda item no.6: In accordance with s38 of the Articles, consider a resolution to re-elect the following individuals***

#### Andrew Gosling

Andrew was appointed to the Board of Trustees in December 2021. Andrew's daughter Imogen was diagnosed with epilepsy 13 years ago and he has witnessed first-hand the difficulties that she has since faced. Becoming a trustee is thus very personal for him and a way to contribute to a better life for all who face similar challenges. During his career, Andrew has been an auditor, a regulator, a finance director and a non-executive director. In the latter role, he has chaired Audit and Risk Committees. He has also had extensive involvement in the recruitment of senior individuals and professional advisors. He challenges in a constructive way, is collegiate and works best in a team where the strongest argument rather than the loudest voice wins the day.

#### Andrew Gray

Andrew was appointed to the Board of Trustees in December 2021. He is a Chartered Accountant and was previously a Senior Consulting Partner at PwC in their Financial Services Consulting Group. He held a number of senior roles including Head of Financial Services Consulting, Head of

Banking and also led the relationship with a number of the firms key clients. Andrew brings experience running a business division of PwC and chairing multi disciplinary committees bringing together diverse teams to support the development of PwC's position, marketing and business development. He has extensive international business experience working across diverse business cultures in Europe, US and Asia. Advising his clients on developing strategic responses to external market developments and changes to regulatory demands. Building relationships with senior officials, government departments and regulators to help inform and shape critical decision making and develop talent for the future success of the business. Andrew is also an Independent Non Executive Director in the commercial sector.

### Jim Hagan

Jim was elected to the Board of Trustees in December 2015 and co-chairs the Research, Medical and Care Services Committee. 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 non-executive director at Imanova, a research based biomedical imaging company, and is Senior Research Fellow in Neuroscience at Heptares Therapeutics. Scientific advances drive improvements in treatment and diagnosis in all medical conditions and he is motivated to improve the lives of those who live with epilepsy through the continued application of world class biomedical science.