



Madeley Rural Community Charity

A Registered Company Limited by Guarantee and not having Share Capital

Company No: 6921078; Registered Charity No: 1130189

Registered address: The Madeley Centre, New Road, Madeley, Crewe CW3 9DN

NOTICE OF ANNUAL GENERAL MEETING

Non-members are very welcome to attend though they will not be entitled to speak or vote

Notice is hereby given that the Annual General Meeting (**Meeting**) of Madeley Rural Community Charity (**Company**) will be held at The Madeley Centre on **Saturday 13th October 2018 at 11.00am** to consider, and if thought fit, pass the following resolutions. Resolutions 1 to 11 inclusive will be proposed as ordinary resolutions and resolution 12 as a special resolution.

1. To approve the minutes of the Annual General Meeting held on 17th February 2017;
2. To receive the Chairman's report;
3. To receive the accounts for the year ended 31st March 2018 and the report of the Independent Examiner thereon;
4. To re-elect Derek Miller as a director;
5. To elect Steven Hurd as a director;
6. To elect Alison Spender as a director;
7. To elect Jayne Green as a director;
8. To elect Robert Woodward as a director;
9. To elect as a director or directors of the Company such person or persons (if any) in respect of whom a valid nomination form has been received by the Company between the date of this notice and 28th September, 2018;
10. To receive the nomination of representatives from Madeley Parish Council (Nigel Orme), and Madeley and District Community Association (Debbie Burns).
11. To reappoint DJH Accountants Limited as Independent Examiner of the Company at a remuneration to be agreed by the directors; and
12. THAT
 - (i) clauses 3 to 7 inclusive of the memorandum of association of the Company be and are hereby deleted; and
 - (ii) the articles of association produced to the meeting and for identification marked "SH 1" be and are hereby adopted as the articles of the association of the Company to the exclusion of its existing articles of association

By order of the board

Anthony Polwart – Company Secretary

September 2018

NOTES

Appointment of proxies

1. As a member of the Company you are entitled to appoint a proxy (who need not be a member) to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting.

2. A proxy must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

5. To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at Its address above; and
- received by the Company no later than 48 hours before the Meeting.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. To change your proxy instructions simply submit a new proxy appointment. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form sent to you by post and would like to change the instructions using another hard-copy proxy form please apply to the Company for a further form. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Company at the address given above. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation. The revocation notice must be received by the Company no later than 24 hours before the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

8. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Ancillary documents

You should receive with this notice the following documents:

1. Minutes of the annual general meeting held on 17th February 2018
2. Accounts of the Company to 31st March 2018
3. Existing memorandum and articles of association of the Company
4. Proposed new articles of association of the Company
5. Explanatory note with regard to the proposed new articles of association
6. Proxy form

Form to nominate a trustee/director is available from The Madeley Centre office.