

**Charity Number: 1146515**

**PAEDIATRIC INTENSIVE CARE SOCIETY (the “Charity”)**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of the Charity will be held at 21 Portland Place, London W1B 1PY on **8 March 2016** at 12.00 to transact the following business:

Resolution to Approve the Incorporation Process:

It was **noted THAT:**

1. The Charity is currently formed as a charitable unincorporated association.
2. Unincorporated associations do not have a separate legal personality. As such, any legal agreements are entered into by the trustees on behalf of the Charity. Similarly, property and investments must be held by individual trustees or a “holding” trustee on behalf of the Charity and its charitable objects.
3. The Charity being formed as a charitable unincorporated association means there is unlimited liability on the trustees and members to meet any debts or claims if they arise.
4. A new structure established for charities, called a Charitable Incorporated Organisation, was created in January 2013, under the Charities Act 2011.
5. Charitable Incorporated Organisations do have their own separate legal personality and can enter into legal agreements in their own name.
6. Charitable Incorporated Organisations provide limited liability for their members.
7. Many charitable unincorporated associations have incorporated into Charitable Incorporated Organisations since 2013.
8. The Charity, as a Charitable Incorporated Organisation, would have the same charitable objects and continue its current activities unchanged.
9. The Charity, as a Charitable Incorporated Organisation, would have a constitution which provides the members with the same powers as they currently enjoy.
10. The trustees have a power under the under the Charity’s constitution to incorporate the Charity and that the proposal is for the Charity to begin to function as a Charitable Incorporated Organisation from 1 April 2016.
11. The trustees are in agreement that the Charity should incorporate.

The members, having been informed of the incorporation process **hereby resolve THAT:**

1. incorporation of the Charity into a Charitable Incorporated Organisation is in the best interests of the Charity and its beneficiaries and the trustees may use the power under the constitution to take all necessary steps to incorporate the Charity into a Charitable Incorporation Organisation, including making minor amendments only to the constitution as the Charity Commission may require and that following the incorporation the trustees may dissolve the Charity.

By order of the Council



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**Peter Wilson, President**

**Dated 19 February 2016**

**Principal Office: 21 Portland Place, London, W1B 1PY**

***In accordance with the Constitution as a member of the Charity you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting.***

**PROXY FORM**

At the General Meeting of the Charity to be held on **8 March 2016** and any adjournment thereof

I (name) .....

of (address).....

a member of the Charity hereby appoint:

- \* the Chairman of the meeting;

or

- \* name: ..... of

address: .....

***[Note: \* delete as applicable and insert the name and address of the proxy in capitals if appointing someone other than the Chairman.]***

as my proxy to vote for me on my behalf on the following resolutions as I have indicated by marking the appropriate box with an **X** below. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>1. Incorporation into a CIO</b>			

Signed: .....

Dated:.....2016

**Notes to the proxy form:**

1. As a member of the Charity you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a General Meeting of the Charity. You can only appoint a proxy using the procedures set out in these notes.
2. 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.

3. A proxy does not need to be a member of the Charity but must attend the Meeting to represent you. To appoint as a proxy a person other than the Chairman of the meeting, set out their full name and address above.
4. If you sign and return this proxy form with no name set out above, the Chairman of the meeting will be deemed your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
5. 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.
6. 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.
7. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to the Charity at **PICS, 21 Portland Place, London W1B 1PY**; and
  - received by the Charity no later than **17.00 on 7 March 2016**
8. Any power of attorney or any 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.

#### **Changing proxy instructions**

9. To change your proxy instructions simply submit a new proxy appointment using the method set out above. 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.
10. 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.

#### **Termination of proxy appointments**

11. In order to revoke a proxy instruction you will need to inform the Charity by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to **PICS, 21 Portland Place, London W1B 1PY**.
12. The revocation notice must be received by the Charity no later than **17.00. on 7 March 2016**.
13. 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.
14. 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.

#### **Communication**

15. Except as provided above, members who have general queries about the Meeting should contact **Rebecca Batson on 020 7631 8819 or RebeccaBatson@aagbi.org** (no other methods of communication will be accepted).