

INSTITUTE OF LEADERSHIP AND MANAGEMENT
ANNUAL GENERAL MEETING

To be held at 5.30 pm on Thursday 28 June 2018
at William Goodenough Large Common Room, Goodenough
College, Mecklenburgh Square, Bloomsbury, London WC1N 2AB

AGENDA

- | | |
|---|----------------|
| 1. Registration | From 5.00 pm |
| 2. Introduction | 5.30 pm prompt |
| 3. Questions and Discussion | |
| 4. Voting on the Resolutions | |
| 5. Board Succession | |
| i. Note & welcome new Trustees | |
| ii. Handover Chairman to Andrew Sharman | |
| 6. CEO Address | |
| 7. Close | 6.30 pm |

INSTITUTE OF LEADERSHIP AND MANAGEMENT

NOTICE OF ANNUAL GENERAL MEETING 2018

Notice is hereby given that the 71st Annual General Meeting of The Institute of Leadership and Management will be held at 5.30 pm on Thursday 28 June 2017 at William Goodenough Large Common Room, Goodenough College, Mecklenburgh Square, Bloomsbury London, WC1N 2AB for the purposes of considering and, if thought fit, passing the following resolutions which will, in the case of resolutions 1 & 2, be proposed as ordinary resolutions and, in the case of resolution 3 be proposed as a special resolution:

Ordinary Resolutions

- 1 To receive and consider the Report of the Directors, the Income and Expenditure Account, the Balance Sheet and the Report of the Auditors thereon for the year ended 31 August 2017.
- 2 To appoint J W Hinks LLP as auditors of the Institute to hold office from the conclusion of the next meeting at which the Accounts are laid before the Institute and to authorise the Board to fix their remuneration.

Special Resolution

- 3 That the draft Articles of Association of the Institute, in the form produced to the Meeting and initialled by the Chair for the purposes of identification be adopted as the Articles of Association of the Institute in substitution for the existing Articles of Association.

Dated 25 April 2018
By order of the Board

Beverley Hogg

Company Secretary

Registered office: Pacific House, Relay Point, Wilnecote, Tamworth B77 5PA

Proxies

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Institute. The appointment of a proxy does not prevent the member from attending and voting at the AGM in person. Details of how to vote can be found on the Proxy form. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must be deposited not later 5.30 pm on Tuesday 26 June 2018.

Resolution 1

Members will receive with this Notice a copy of the Annual Report & Financial Statements for the year ended 31 August 2017. Questions concerning finance which members wish to be answered at the AGM must be received by the Institute in writing (either by post to Beverley Hogg, Institute of Leadership & Management, Pacific House, Relay Point, Wilnecote, Tamworth B77 5PA or by email to membership@institutelm.com on or before 5.30 pm on Thursday 21 June.

Resolution 2

This resolution authorises the appointment of J W Hinks LLP (who have expressed their willingness to be appointed) as auditors of The Institute of Leadership & Management and authorises the Board to fix their remuneration.

Resolution 3

This resolution will put in place a new set of Articles of Association for the Institute that contains the following key changes to those currently in place:

- As requested at the last AGM, the language of the Articles has been updated to ensure gender neutrality and consistent terminology with respect to our charitable status.;
- To allow the maximum number of Trustees to be 9; 7 of which to be elected and a maximum of 2 people can be co-opted into a Trustee Post by elected Trustees pursuant to Article 17.12:
This retains the number of elected Trustees as 7, but includes 2 additional Trustees to be co-opted as and when required outside of the election cycle. Currently, any co-opted trustees must be within the Board of 7, but this but this was agreed as restrictive. Having the full 7 places available for election allows for greater member representation.
- Change the term of office for Trustees to 3 years:
This gives new Trustees time to understand the role and strategic requirements of the Institute and to enable them to fully utilise their new learning and experience with greater continuity for the benefit of the Institute.
- Change the term of office for Chair to 3 years
This is to match the term of office for other Trustees.
- Remove of the role of Deputy Chair from 2020 (after the newly elected Deputy Chair has completed 3 years) therefore changing the election process to elect a new Chair every 3 years from 2020, instead of a Deputy Chair.
Given the change of term of office for Trustees and Chair to 3 years, this would result in a 6-year term for the Deputy Chair, which would be too long a commitment for those wishing to take the role of Chair. Removing Deputy Chair allows for all other Trustees to potentially gain experience from deputising for the Chair within their 3 years as a Trustee and therefore providing better experience amongst all trustees at that level.
- Extend the aggregate period for serving as a Trustee to 9 years in total
This is currently 8 years and this change gives Trustees the opportunity to potentially have 2 terms as a Trustee and 1 term as a Chair.