

INSTITUTE OF LEADERSHIP AND MANAGEMENT  
ANNUAL GENERAL MEETING

To be held at 5.30 pm on Tuesday 27 June 2017 at Snowdome,  
Leisure Island, River Drive, Tamworth B79 7ND

AGENDA

- |                              |                |
|------------------------------|----------------|
| 1. Registration              | From 5.00 pm   |
| 2. Introduction              | 5.30 pm prompt |
| 3. Questions and Discussion  |                |
| 4. Voting on the Resolutions |                |
| 5. CEO Address               |                |
| 6. Close                     | 7.00 pm        |

## **INSTITUTE OF LEADERSHIP AND MANAGEMENT**

### **NOTICE OF ANNUAL GENERAL MEETING 2017**

Notice is hereby given that the 70th Annual General Meeting of The Institute of Leadership and Management will be held at 5.30 pm on Tuesday 27 June 2017 at Snowdome, Leisure Island, River Drive, Tamworth B79 7ND for the purposes of considering and, if thought fit, passing the following resolutions which will, in the case of resolutions 1 to 3, be proposed as ordinary resolutions and, in the case of resolution 4 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 2016.
- 2 To appoint [BDO 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.
- 3 To elect 5 eligible persons to serve as directors of the Institute and 1 eligible person to serve as director of, and Deputy Chair of, the Institute.

Note: Each election will be proposed as a separate resolution and the details of the directors proposed for election are shown below.

- a) Andrew Sharman as Deputy Chair/Director
- b) Joy Maitland as a Director
- c) Stella Chandler as a Director
- d) Annabel Graham as a Director
- e) Karen Waite as a Director
- f) John Gavin as a Director

#### **Special Resolution**

- 4 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 8 May 2017

By order of the Board

#### **PennSec Limited**

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 by Proxy will be sent separately. 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 25 June 2017.

### **Resolution 1**

Members will receive with this Notice a copy of the Annual Report & Financial Statements for the year ended 31 August 2016. 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](mailto:membership@institutelm.com) on or before 5.30 pm on 20 June.

### **Resolution 2**

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

### **Resolution 3**

This resolution is to formally elect 6 new Trustees/Directors to the Board, following the results of the vote of members taken in advance of this meeting.

### **Resolution 4**

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:

- The Board will comprise 7 Trustees/Directors who are elected by a vote of eligible members of the Institute;
- Of these 7 Trustees/Directors a maximum of 2 people can be co-opted into post.
- Only Fellows (FInstLM), Members (MInstLM) or Companions (CInstLM) of the Institute can serve as Trustees and Directors;
- Trustees/Directors serve a 2-year term on the Board. They are eligible to serve again, providing that they are elected by members and that their overall length of service remains less than 8 years in total;
- A new role of Deputy Chair is created to enable a succession plan to be put in place for a person to become Chair of the Institute. A member will be elected to the position of Deputy Chair every two years, and will serve in that post for two years. That person automatically becomes the Institute's Chair for the next two years and a new Deputy Chair is elected to replace them;
- The Institute's Advisory Council is replaced by the term Advisory Group or Groups, allowing multiple bodies to be set up in order to advise on strategy.