

Dear member

I'd like to draw your attention to a number of problems that have emerged with this year's AGM Notice.

### **MISPRINTED COPIES OF THE NOTICE**

We have had five reports so far of AGM Notices that were printed with some pages upside-down. If you've received one of these, you are very welcome to contact me by phone or email for a fresh copy. Alternatively, you can find the AGM Notice, and the proxy form, by going to the members-only section of our website at [http://www.uksa.org.uk/MembersOnly/Members\\_page1.htm](http://www.uksa.org.uk/MembersOnly/Members_page1.htm) and selecting "UKSA Reports". To reach these pages, you'll need to enter the user-name "guest" and the password "hedge888".

Please bear in mind that pages 8 to 11 were intentionally printed sideways and in a reduced size.

### **LOCATION OF THE AGM AND INVESTFEST (page 1)**

The AGM is being held in the Crowne Plaza Hotel, on the south side of Wellington Street, next to the Yorkshire Post building, around ¼ mile **west** from Leeds City Railway Station – **not** east of the station as stated in the notice.

### **DEADLINE FOR PROXY FORMS (page 2)**

Proxy forms need to reach me by 2pm on Thursday 15<sup>th</sup> May, not midnight the previous night.

### **SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS**

Items 8 and 10 to 13 are described as Special Resolutions on the AGM Notice. They should be described as Ordinary Resolutions, which means that they will be successfully carried if over 50% of votes cast are in favour.

### **ITEM 9: RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION**

We stated in our response to this resolution (on page 17) that we believed some aspects of the proposal would be in breach of company law. We have now received legal guidance that these would not be in breach of company law. We still believe that these aspects of the proposal would be thoroughly bad in principle, for the reasons stated in our response.

I apologise for these errors. This year, we have had, as usual, one week in which to consider AGM resolutions from members and to prepare the AGM Notice for the printers, but we have also had to try to take on board the changes brought about this year by the Companies Act 2006, and a record number of resolutions from members – ten – five of which came from the same proposer and seconder, were submitted a day before the deadline and were then withdrawn the following week.

One of our major responsibilities as your elected directors is to try to ensure that UKSA acts within the law, as a private company limited by guarantee. The legislation is often complex and even apparently contradictory, and interpreting it correctly in a very limited time can be a major challenge.

Although I am stepping down as a director and as National Secretary at the end of the AGM, I am sure the board will want to consider how we can try to reduce the risk of these problems occurring in future.

In any event, I apologise for these errors.

Toby Keynes, UKSA National Secretary  
50 Honister Heights  
Purley  
Surrey CR8 1EU  
020-8405 9816  
[membership@uksa.org.uk](mailto:membership@uksa.org.uk)

29<sup>th</sup> April 2008