



**THE INSTITUTION OF ANALYSTS
AND PROGRAMMERS**

Extraordinary General Meeting to be held at Noon on Thursday, 16th November 2017
at Boundary House, Boston Road, Hanwell, London, W7

CALLING NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Institution will be held at Noon on Thursday, 16th November 2017 at Boundary House, Boston Road, Hanwell, London for the purpose of considering and, if thought fit, passing the following Special Resolutions:-

Special Resolution 1

Adoption of new Articles of Association for the Institution:

It is hereby resolved to adopt the Articles of Association as set out in the Schedule to this Special Resolution.

Special Resolution 2

Appointment of Trustees:

It is hereby resolved to appoint the following as Trustees of the Institution for the indicated terms:-

Mr Martin Doe (1 year)
Mr Graham Fenton (ex officio, as Treasurer)
Mr Edwin Keen (3 years)
Mr Michael Khan (2 years)
Mr Paul Lynham (1 year)
Mr David Morgan (3 years)
Mr Simon Reed (3 years)
Mr Alastair Revell (ex officio, as Director General)

Special Resolution 3

Registration as a Charity with the Charity Commission:

It is hereby resolved to authorise the Trustees to register the Institution as a Charity with the Charity Commission.

By Order of the Council

David Morgan
President

14th October 2017

Special Resolution 1 replaces the current Articles of Association with those as set out in the Schedule to this resolution. It amends the Objects of the Institution to allow the Institution to pursue wholly charitable objectives allowing the Institution to register as a charity with the Charity Commission. It also establishes a Trustee Board as the new governing body and provides for a Council to advise the Trustee Board. The new Articles of Association also streamline the Institution's governance.

Special Resolution 2 appoints the members of the current Council (the Institution's governing body) as Trustees under the new Articles of Association and members of the Trustee Board on the same terms of office as they are currently appointed. The Treasurer and Director General under the new Articles of Association are ex-officio.

Special Resolution 3 authorises the Trustees to register the Institution as a charity with the Charity Commission. There is no guarantee that the Charity Commission will approve the Articles of Association adopted under Special Resolution 1, which may require the Articles of Association to be further amended before successful registration. The Institution's solicitors advise that the Charity Commission will not comment on the appropriateness of an organisation's Articles of Association before it applies for registration.

The proposed new Articles of Association have been published in full on the Institution's website (at www.iap.org.uk) and are also available electronically or in hard copy on request from Boundary House.

To have the right to attend and vote at the Extraordinary General Meeting, members must be fully paid up members of the Institution. Any member so entitled may appoint a proxy to attend and vote on his or her behalf, provided that the proxy form (see below) is properly completed and returned to the Director General no less than 48 hours before the scheduled start of the meeting. Members may, if they wish, appoint the chairman of the meeting as their first choice or alternative proxy. If so, the words "the chairman" should be inserted in the appropriate place on the proxy form.



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APPOINTMENT OF PROXY

I (name)

of (address)

a member of the Institution of Analysts and Programmers hereby appoint:-

..... (name)

of (address)

and failing him:-

..... (name)

of (address)

to vote for me and on my behalf at the Extraordinary General Meeting of the Institution to be held on the sixteenth day of November, 2017 and at every adjournment thereof.

I instruct my proxy to vote in the following manner on my behalf (please tick as appropriate):-

Special Resolution 1 FOR AGAINST

Special Resolution 2 FOR AGAINST

Special Resolution 3 FOR AGAINST

Signed Membership No

Dated this day of 2017



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AGENDA

Welcome

1. Apologies
2. Special Resolution 1
3. Special Resolution 2
4. Special Resolution 3