

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY-SIXTH ANNUAL GENERAL MEETING OF THE DUCHY HEALTH CHARITY LIMITED WILL TAKE PLACE AT 6P.M. ON MONDAY 2 DECEMBER 2024 AT VENTON CONFERENCE CENTRE, CHAPEL PARC, SUMMERCOURT, NEWQUAY, TR8 5AH.

### AGENDA

- 1. Apologies for absence**
- 2. Welcome**
- 3. Excellence Award presentation** – Daisy Daniel, University of Exeter
- 4. Project updates** – Beks Magill, Launceston Health Inequalities Hub and Kirstie Oliver/Theresa Grainger, Enys Health and Wellbeing Centre, Humphry Davy School, Penzance
- 5. Minutes of the last Annual General Meeting held on Monday 13 November 2023** - enclosed
- 6. Report from the Chair (BV)**
- 7. Receive and adopt the Report of the Board and the audited financial statements for the year ended 31 March 2024** – enclosed
- 8. Membership of the Board**

*The following Board members retire by rotation and offer themselves for re-election:*

Dr B Vann, Mrs A Hambly-Staite, Dr T Anderson, Dr J Evers

*The following offer themselves for election as new Board members:*

Mrs T Roose, Mr S Burnett, Ms L Walsh

*The following Board members offer their resignation at this meeting:*

Mr J Croggon

*The following Board members have retired from the Board since the last Annual General Meeting:*

Mrs S-J Coode, Mrs C O'Brien

- 9. Confirm the reappointment of PKF Francis Clark as Auditors**
- 10. Special resolution** – see overleaf

The following resolution will be proposed as a special resolution:

*That the draft Articles of Association produced to the meeting (copy enclosed) and initialled by the Chair for the purposes of identification be adopted as the Articles of Association of the Charity with immediate effect in substitution for, and to the exclusion of, the existing Articles of Association of the Charity.*

- 11. Any other business**

BY ORDER OF THE BOARD  
**Mark Williams FCA DChA**  
Secretary/Treasurer

**Special resolution:**

At the AGM, the Trustees will propose a special resolution for the Charity to adopt revised Articles of Association by way of replacement of the current articles. The current Articles of Association have not been updated for several years and the trustees wish to adopt a completely modernised document to ensure the Charity has a governing document which is fit for purpose and complies with current charity and company law and governance best practice. The opportunity is also being taken to amend the Charity's charitable objectives slightly to update the terminology used and to better reflect the current activities supported by the Charity. Where necessary, the prior approval of the Charity Commission has been obtained to the new articles.

A key change in the proposed new Articles of Association is to limit the voting membership of the Charity to the Trustees only going forward. This will mean that if the new Articles are adopted, any voting memberships held by members who are not Trustees will terminate automatically. The Trustees have taken this decision in order to simplify and streamline decision-making and reduce the administrative burden on the Charity. The Trustees consider the current membership structure is cumbersome to administer, and that the Charity does not currently derive sufficient benefit from having a wider voting membership to justify its retention, especially in the light of the current limited levels of engagement by non-Trustee members with the Charity.

The Trustees therefore strongly recommend members vote in favour of the special resolution.

If you are unable to attend the meeting in person and require a Proxy Voting Form to enable you to vote on the Resolution, please contact Helen Newton via email to [helen@duchyhealthcharity.org](mailto:helen@duchyhealthcharity.org) or phone on 07884 556106.

**Response:**

We should be grateful if you would please return the response slip below **by no later than Friday 22 November 2024**, to confirm whether you will be attending the AGM.

If you would like to attend but are unable to be there in person, we will also be offering the opportunity to join by Microsoft Teams. If you would like to join 'virtually', please confirm your email address below and joining instructions will be sent to you closer to the date.

Please return your completed response slip either by email to [helen@duchyhealthcharity.org](mailto:helen@duchyhealthcharity.org) or by post to: **Helen Newton, Administrator, Duchy Health Charity, PO Box 352, St Austell PL25 9JE.**

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**I will / will not (*please delete as applicable*) be attending the Annual General Meeting to be held on Monday 2 December 2024 at 6.00pm.**

**Name:** .....  
(print)

**Email address:** .....  
(please write clearly)