



ANNUAL GENERAL MEETING AGENDA

DYSLEXIA SCOTLAND (the “Company”)

Company number SC153321

NOTICE is HEREBY GIVEN of the Annual General Meeting of Dyslexia Scotland that will take place on Saturday 19th November 2016 at McKeown Suite, Stirling Enterprise Park, Stirling FK7 7RP at 12.15 pm for the following purposes, namely:-

1. Minutes of 2015 Annual General Meeting

To approve the minutes of the Annual General Meeting held on 21st November 2015.

2. Annual Report

To receive the Annual Report of the Company for the year ended 31 March 2016.

3. Accounts of the Branches and Company

To receive the annual accounts of the Branches and of the Company for the year ended 31 March 2016.

4. Special Resolution Number 1

That the Memorandum of Association of the Company be amended as follows:-

In the Memorandum of Association, Article 5:

1. At the end of the first sentence add “, save as hereinafter specified”;
2. In proviso (a), delete “(not” down to “Council)”;
3. Add after the semi colon at the end of proviso (a),

“If such member, officer or servant of the Company is a member of its Board or Council,(i) sections 67 and 68 of the Charities and Trustee Investment (Scotland) Act 2005 and any legislation altering and amending the same shall be complied with, and (ii) no salary, fees or remuneration or other benefit in money or moneys' worth shall be paid simply for fulfilling the duties of such Board or Council membership.”

5. Special Resolution Number 2

That the Branch constitution be amended as follows:

5a. Change to existing wording

Clause number 18: ‘Accounts shall be independently checked and certified or be fully audited as required by the legislation in force at the material time.’

To be replaced with:

‘Accounts shall be sent to Dyslexia Scotland when requested in May each year to be checked and certified as part of Dyslexia Scotland’s full audit.’

5b. Add a new clause 41:

‘Branches of Dyslexia Scotland shall not support any particular political or religious groups. If a branch wishes to invite a politician to an event, an invitation must also be sent to all other local elected representatives. Branches shall not attend political events and shall seek the advice of Dyslexia Scotland if the need arises.’

6. Re-appointment of Auditors

To appoint Thomson Cooper (incorporating Bill Hay & Co) as auditors to the Company.

7. Auditor's Remuneration

To authorise the directors to fix the remuneration of the auditors.

8. Any Other Business

To consider any other business competent to be dealt with at the AGM notified by Members.

Your vote is important – voting at the Annual General Meeting will be by way of a poll, rather than a show of hands. This means that all the votes cast and not just those of members present will be taken into account. If you are unable to attend the Meeting, please vote by post or online - instructions on how to do this are on our website with the other papers for the meeting from 4th November. Please remember that your vote must be received no later than 3pm on 16th November 2016.

By order of the Board



David Shaw
Company Chair
4th November 2016