

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Member,

I am writing to ask you to join us for an Emergency General Meeting (EGM), which will be held on:

Date: Saturday, 11 January 2025

Time: 10:00 am

Location: Virtually via Zoom (link to be provided upon RSVP)

AGENDA

Chair: Warren Manger

10:00 am – **Apologies & Welcome**

10:05 am – **Proposed Changes to LHM Articles**

10:15 am – **Time for Questions and Discussion**

10:25 am – **Vote on Proposed Changes to LHM Articles**

10:30 am – **Close of Meeting**

It has been my privilege to serve as Chair during the charity's 30th anniversary year, but I am stepping down at the end of my term due to family commitments. No-one within Little Hearts Matter has come forward to replace me, so we need to amend the charity's Articles of Association in order to appoint a Chair who is not a member. We can only make these amendments if enough members vote on the proposed changes.

Purpose of the Meeting

The purpose of this meeting is to consider and vote on proposed changes to Little Hearts Matters' Articles of Association. The changes aim to align governance structures with the evolving needs of our organisation. A copy of the proposed amendments is attached for your review.

Your Voting Rights

All Little Hearts Matter members are entitled to attend, speak, and vote at the meeting. If you are unable to attend, you may appoint a proxy to vote on your behalf. Please complete and return the attached proxy form by 9 January 2025 to Little Hearts Matter, Hagley Court, 40 Vicarage Road, Birmingham, B17 3EZ.

To confirm your attendance and receive the Zoom link in January please RSVP by emailing your name and address to info@lhm.org.uk

By Order of the Board

Warren Manger
Chair

Supporting every step of the half a heart journey

Hagley Court, 40 Vicarage Road, Edgbaston, Birmingham B15 3EZ T: 0121 455 8982 | E: info@lhm.org.uk | W: www.lhm.org.uk
President: Baroness Valerie Howarth of Breckland OBE Vice-Presidents: Mr William J Brawn CBE MBBS FRCS FRACS, Mr Andrew C Shaw BSc FCA CTA FRSA

A company limited by guarantee, registered in England and Wales, number 06442071, registered office as above, registered charity number 1123290

Proposed Changes to the Articles of Association

At the Little Hearts Matter Extraordinary General Meeting on Saturday, 11 January 2025, members will be asked to vote on the following proposed changes to the Articles of Association. These changes aim to modernise the governance framework, improve inclusivity, and support hybrid meeting formats.

Resolution 1: Amendment to Article 4.1

Proposed Resolution:

To amend Article 4.1 to allow for the inclusion of hybrid and online meetings for Annual General Meetings.

Article 4.1 (Existing)

“4.1 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be fixed by the Company and the notices calling it shall say that it is the Annual General Meeting, provided that

4.1.1 the first Annual General Meeting must be called within 18 months of the Company being formed;

4.1.2 every Annual General Meeting except the first shall be held within fifteen months of the previous one;

4.1.3 if the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold another one in the year following incorporation.”

Revised Wording:

“The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be fixed by the Company (to include hybrid and online meetings) and the notices calling it shall say that it is the Annual General Meeting, provided that:

4.1.1 the first Annual General Meeting must be called within 18 months of the Company being formed;

4.1.2 every Annual General Meeting except the first shall be held within fifteen months of the previous one;

4.1.3 if the Company holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold another one in the year following incorporation.”

Resolution 2: Amendment to Article 5.4

Proposed Resolution:

To amend Article 5.4 regarding the election of the Chair of General Meetings and the process for selecting a Chair from outside the membership if necessary.

Article 5.4 (Existing)

“5.4 All General Meetings shall be chaired by the director chosen by the members at the previous Annual General Meeting to serve as Chair for the following year PROVIDED ALWAYS that the

members shall only be entitled to choose as Chair someone who (a) is over the age of 18 and (b) is either a parent, grandparent, legal guardian or sibling of a child or young person diagnosed with a single ventricle heart condition (born or unborn) or has himself or herself being diagnosed with such condition, but if

5.4.1 there is not a Chair, or

5.4.2 the Chair is not present fifteen minutes after the time the meeting was due to start, or

5.4.3 the Chair does not want to preside

then the directors present shall choose one of their number to chair the meeting, but if none of the directors present will take the chair, the members present and entitled to vote shall choose a member of the Company who is present to take the chair.

Revised Wording:

"All General Meetings shall be chaired by the director chosen by the members at the previous Annual General Meeting to serve as Chair for the following year. **Members should choose as Chair someone who is over the age of 18. It is the preference of the members that the Chair should be someone who is either a parent, grandparent, legal guardian, or sibling of a child or young person diagnosed with a single ventricle heart condition (born or unborn), or who has themselves been diagnosed with such condition.**

If no member accepts the position of Chair, the Directors shall conduct a rigorous recruitment process to select a suitable Chair from outside of the membership of the Charity. The candidate selected as a result of this recruitment process must be ratified by the membership at the next Annual General Meeting."

Resolution 3: Amendment to Article 7.2

Proposed Resolution:

To amend Article 7.2 to change the required proportion of directors with a direct connection to the charity's beneficiaries from two-thirds to a majority.

Article 7.2 (Existing)

"It is the desire of the founder members of the Company that at all times at least two-thirds of the directors (whether elected or co-opted) shall either be (a) parents, grandparents, legal guardians or siblings over the age of 18 of a child or young person diagnosed with a single ventricle heart condition (born or unborn) or (b) persons diagnosed with a single ventricle heart condition who have reached the age of 18. If at any time the proportion falls below two-thirds the board of directors shall use reasonable endeavours to increase the proportion to two-thirds or above within 12 months. If the proportion remains below two-thirds for more than 12 months then any decisions taken by the board of directors from that point on until the proportion is increased to two-thirds or more shall require ratification by the membership at a General Meeting."

Revised Wording:

"It is the desire of the members of the Company that at all times a **majority (more than half)** of the

directors (whether elected or co-opted) shall either be (a) parents, grandparents, legal guardians, or siblings over the age of 18 of a child or young person diagnosed with a single ventricle heart condition (born or unborn) or (b) persons diagnosed with a single ventricle heart condition who have reached the age of 18. If at any time the proportion falls below **a majority**, the board of directors shall use reasonable endeavours to increase the proportion to **a majority** within 12 months. If the proportion remains below **a majority** for more than 12 months, then any decisions taken by the board of directors from that point on until the proportion is increased to **a majority** or more shall require ratification by the membership at a General Meeting."

Next Steps

Members are encouraged to review these proposed changes ahead of the meeting. Copies of the Articles of Association with the proposed amendments highlighted are available upon request. For any questions or to RSVP for the meeting, please email info@lhm.org.uk