



Announcement of Extraordinary / Special General Meeting and SMS Family Day

The Smith-Magenis Syndrome (SMS) Foundation UK

Extraordinary / Special General Meeting

Notice is hereby given that an Extraordinary / Special General Meeting of the Smith-Magenis Syndrome (SMS) Foundation UK will be held at the Aldingbourne Country Centre, Blackmill Lane, Norton, Chichester, West Sussex, PO18 0JP on Saturday 16 November 2019 at 10:30am for the following purposes:

Agenda

1. Opening of Meeting
2. Resolutions to convert the Smith-Magenis Syndrome (SMS) Foundation UK to a Charitable Incorporated Organisation, comprising:
 - a. Resolution 1: resolution that the charity be converted into a CIO
 - b. Resolution 2: resolution adopting the proposed constitution of the CIO
 - c. Resolution 3: resolution to appoint the trustees as the only voting members of the charity
3. Close of Meeting

UK members eligible to vote are those who have joined or renewed under the requirements of GDPR effective from 25th May 2018 up to and including 30 September 2019. Members can vote by either:

- in person at the meeting, or
- returning the enclosed postal ballot form by 8 November 2019

Registration and entry to the Aldingbourne Country Centre is from 10am, with refreshments provided prior to the Special / Extraordinary General Meeting.

Admission costs to the centre for our pre-registered SMS families is being covered by the Smith-Magenis Syndrome (SMS) Foundation UK.

Members are requested to register their attendance at the Extraordinary / Special General Meeting and/or the SMS Family Day before Saturday 9 November 2019, by either:

- email to info@smith-magenis.co.uk,
- calling or messaging Nigel Over (Trustee) on 07803 605739,
- in writing to Nigel Over, The Smith-Magenis Syndrome (SMS) Foundation UK, 12 Bankton Brae, Livingston, West Lothian, EH54 9LA

The trustees look forward to welcoming you to the meeting and SMS Family Day.

Explanation of the resolutions

Our vision:

Every person with Smith-Magenis Syndrome shall have a fulfilling life within a supportive and understanding community.

Our mission:

The Smith-Magenis Syndrome (SMS) Foundation UK shall be at the heart of our community of individuals, families, carers and professionals living and working with Smith-Magenis Syndrome and we will be the first point of contact for those seeking information and support. Nobody should ever feel isolated or alone. We value every person affected by this genetic disorder and shall empower them to reach their full potential as respected members of society.

To best fulfil our aims and ambitions the trustees are recommending to change the governance structure of the charity. The trustees are proposing that we convert from an unincorporated association (Registered UK Charity) to a Charitable Incorporated Organisation (CIO).

Resolution 1: resolution that the charity be converted into a CIO

Resolution that members of the Smith-Magenis Syndrome (SMS) Foundation UK agree that the organisation shall be converted from an unincorporated association (Registered UK Charity 1072573) to a Charitable Incorporated Organisation (CIO).

As an unincorporated association the trustees are personally liable for what the charity does. We are unable to enter into contracts or control some investments in the name of the charity. Any property has to be held on the charity's behalf by two or more trustees or a corporate custodian trustee or the charities' land holding service. Being a Registered Charity restricts us on what we can do.

The CIO structure, in effect, allows charities to enter into contracts as corporate entities with limited liability for the trustees and members. Charities that take up CIO status do not need to register with Companies House or be subject to company law, but are registered with and regulated by the Charity Commission. As a corporate (CIO) entity, the charity would have the legal capacity to do many things in its own name such as: employing paid staff, delivering charitable services under contractual agreements, entering into commercial contracts, owning property, etc. A CIO has greater options for raising funds through trusts and grants than an unincorporated association. A CIO is more attractive for support through Pro Bono networks.

It is our ambition to be able to move to a staffed organisation from early 2020 to be in a better position to support our members and to deliver on our aims and objectives.

Resolution 2: resolution adopting the proposed constitution of the CIO

Resolution that members adopt the proposed constitution for a Charitable Incorporated Organisation (CIO) including any future amendments which are required by the charity regulator(s) to ensure that the constitution complies with charity legislation.

The constitution is the governing document for the charity. As the primary regulator is the Charity Commission, the trustees are recommending the adoption of Commission's

“Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees ('Foundation' constitution)” model constitution.

The aims and objects are retained from the existing constitution of the unincorporated registered charity.

The trustees are proposing specific caveats to the appointment of trustees to ensure strong representation from families of individuals with Smith-Magenis syndrome and those with a direct and demonstratable connection to the syndrome. This provision also allows for the appointment of trustees from outside of our community who have relevant skills and expertise to help forward the aims of the charity.

The decisions relevant to the governance, compliance and running of the charity would reside with the trustees, with the constitution including provisions for wider membership categories including those currently available for families, professionals and other supporters.

The name of the new charity would be The Smith-Magenis Syndrome (SMS) Foundation UK CIO. Upon completion of the conversion, we will be able to drop the “CIO” from the name of the charity to once again be formally known as The Smith-Magenis Syndrome (SMS) Foundation UK.

Resolution 3: resolution to appoint the trustees as the only voting members of the charity

Resolution that current members appoint the trustees of the Smith-Magenis Syndrome (SMS) Foundation UK as the only voting members of the existing Registered UK Charity 1072573.

The current constitution requires voting by eligible members on governance, constitutional and core business activities. The trustees are asking for members to restrict the legal membership to the Board of Trustees. There are a number of legal steps required for the conversion to the Charitable Incorporated Organisation including the transfer of assets from the existing charity into the new entity and the deregistration of unincorporated registered charities. The convening of general meetings is time consuming and expenditure of charity funds. Restricting voting members to the trustees allows maximum efficiency with minimised costs, particularly where numerous votes may be required.

The trustees recommend members to vote in favour of all three resolutions.