



**D&AD**  
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London E2 6EH  
T+ 44 (0)20 7840 1111  
F+ 44 (0)20 7840 0840  
E [info@dandad.org](mailto:info@dandad.org)  
[www.dandad.org](http://www.dandad.org)

Dear Member

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting (**Meeting**) of D&AD (**Company**) will be held at 64, Cheshire Street, E2 6EH on 2<sup>nd</sup> August, 2017 at 6.15pm.

You will be asked to consider and vote on the resolution below, which will be proposed as a Special Resolution (**Resolution**).

### **SPECIAL RESOLUTION**

THAT, subject to receiving consent from the Charity Commission (**Consent**), with effect from receipt of the Consent the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board

Dara Lynch  
Company Secretary

D&AD  
64 Cheshire Street  
London  
England, E2 6EH

**Register number: 00883234**

7<sup>th</sup> July 2017

### **EXPLANATORY NOTE**

Under the Resolution, the Company is proposing to adopt new articles of association in substitution for the existing articles of association. The principal changes introduced by the new articles include changes to the overall structure of D&AD's governance, how members are defined under the constitution, and how Trustees are appointed.

A copy of the proposed new articles of association and a summary of the principal changes introduced by the new articles of association are available

at [www.dandad.org](http://www.dandad.org). A new set of governance policy (entitled D&AD Governance Policy) is available at [www.dandad.org](http://www.dandad.org). A copy of the Company's existing articles of association and the proposed new articles of association (and the new governance policy) will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office from the date of this notice of meeting until the close of the meeting.

The proposed new articles of association (and the new governance policy) will also be available for inspection at the general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

## **NOTES TO THE NOTICE OF GENERAL MEETING**

### **Appointment of proxies**

1. If you are a member who is entitled to attend and vote at the meeting, you are entitled to appoint one to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box indicated on the proxy form. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **Appointment of proxy by post**

3. To appoint a proxy using the proxy form, the form must be completed and signed; sent or delivered to the Company at 64 Cheshire Street, London, England, E2 6EH; and received by the Company no later than 48 hours before the time for holding the Meeting. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Changing proxy instructions**

4. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Dara Lynch by emailing [dara.lynch@dandad.org](mailto:dara.lynch@dandad.org)

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointment**

5. A member may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a member who is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours before the time for holding of the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

**Communication**

6. Except as provided above, members who have general queries about the meeting should contact Dara Lynch by emailing [dara.lynch@dandad.org](mailto:dara.lynch@dandad.org) (no other methods of communication will be accepted). You may not use any electronic address provided either:  
in this notice of general meeting; or  
any related documents (including the proxy form),  
to communicate with the Company for any purposes other than those expressly stated.

**PROXY FORM**  
**D&AD (Company)**  
**General Meeting**

**Before completing this form, please read the explanatory notes below**

I /We ..... [FULL NAME[S]  
IN BLOCK CAPITALS]

being a member of the Company appoint the Chairman of the meeting or (see note 1)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 2<sup>nd</sup> August 2017 at 6.15pm and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

<b>SPECIAL RESOLUTION</b>	<b>For</b>	<b>Against</b>
THAT, subject to receiving consent from the Charity Commission ( <b>Consent</b> ), with effect from receipt of the Consent the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.		

<b>Signature</b>	<b>Date</b>

## **NOTES TO THE PROXY FORM**

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3. To appoint a proxy using this proxy form, the form must be:

- completed and signed;
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Where you have appointed a proxy using this hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Dara Lynch by emailing [dara.lynch@dandad.org](mailto:dara.lynch@dandad.org).

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You may not use any electronic address provided either:

- in the notice of general meeting; or
- any related documents (including this proxy form),
- to communicate with the Company for any purposes other than those expressly stated.