



ANNUAL GENERAL MEETING 2021

**Saturday 3 July 2021
10.00 – 11.00am**

**The Governors of the Charity cordially invite
Members to our 53rd Annual General Meeting (AGM).**

Please note, due to the ongoing coronavirus situation, the AGM
will be held as a business meeting via Zoom.

REGISTRATION

**Please register for the AGM at
www.coeliac.org.uk/2021AGM**

Details of the video conferencing facility and how to use it will then be sent to you by email.

If you would prefer to listen to the AGM, rather than join by video, please also register at www.coeliac.org.uk/2021AGM but note that you will NOT be able to vote via telephone.

HOW TO PARTICIPATE

Appointment of proxy

If you are not attending, are a registered Member of the Charity and wish someone to represent you at the meeting, you should complete the proxy form. Your proxy can be the Chair of the meeting or any nominated person of your choice. If your proxy is not the Chair of the meeting, they will need to register for the AGM at www.coeliac.org.uk/2021AGM.

Please note that the Charity's constitution has no provision for postal voting.

Proxy votes: any Member who is entitled to attend and vote at this meeting may appoint a proxy to attend and vote instead of them. A form of proxy is enclosed and must be returned to the Charity's registered office no later than 48 hours before the time fixed for the meeting by email to agm@coeliac.org.uk or by post to the address on the Appointment of Proxy form.

The Charity's Impact Report incorporating summary Financial Statements is available from the Charity's website at www.coeliac.org.uk or can be obtained by sending a stamped addressed A4 envelope to the AGM Administrator at the Charity's office.

Copies of the Charity's full Financial Statements are available to download from the Charity's website at www.coeliac.org.uk or can be obtained by sending a stamped addressed A4 envelope to the Finance Department at the Charity's office.

Please register for the AGM at
www.coeliac.org.uk/2021AGM

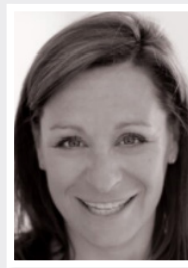


Biographies of those standing



Fiona Fowler is a versatile Chartered Accountant with 25 year of industry experience, including a number of roles at CFO and CEO level. A problem solver and organiser with exceptional communication and leadership skills, she currently provides consultancy, interim management and business mentoring to a number of businesses.

Fiona has previously been a Director for a gluten free food manufacturing company and while not coeliac herself, has eaten gluten free for health reasons for many years.



Nicola Valmas is a Management Consultant with over 30 years experience specialising in HR, procurement and sales & marketing spanning many sectors from Finance to IT and Fast Moving Consumer Goods (FMCG) all underpinned by an Honours Degree in Quantity Surveying and qualifications in other disciplines such as Project management. As a

versatile pragmatic problem solver Nicky has been Managing Director of Flo Consulting Ltd for nearly 16 years and provides change and transformation consultancy and interim management to a wide range of businesses.

Nicky's husband Tim has coeliac disease and together they have fund raised aggressively for the charity since Tim's diagnosis in 2006. As Tim is passionate about eating out in a safe and enjoyable way, Nicky hopes to use her skills and knowledge to help support and improve the awareness of the disease in both the general population and the restaurant arena.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **ANNUAL GENERAL MEETING** of the Members of **COELIAC UK** will be held by **video conference**, due to the ongoing coronavirus situation, at **10:00 hours** on **Saturday 3 July 2021** for the following purposes:

1

To receive the Charity's Financial Statements ended 31 December 2020

2

To receive the Governors' Report on the past year

3

To re-appoint Saffery Champness as auditors for the coming year

4 & 5

To elect Fiona Fowler and Nicola Valmas as Governors

6 & 7

To re-elect Maureen Burnside and Professor Alan Perkins as Governors

8

As Special Resolution, with effect from the conclusion of the Annual General Meeting, the draft Articles of Association enclosed to this resolution be adopted as the Articles of Association of Coeliac UK in substitution for, and to the exclusion of, Coeliac UK's existing Articles of Association

9

As Special Resolution that, subject to the passing of Resolution 8 in the Notice of Annual General Meeting dated 30 March 2021, and further subject to any approval required of the Charity Commission, and subject to filing Form CC04, the Memorandum and Articles of Association of Coeliac UK be amended:

- a. by deleting the Memorandum of Association;
- b. by deleting the defined term "the Coeliac Condition" in Article 3 and replacing it with the following new defined term: "the Coeliac Condition" includes Gluten Enteropathy, Dermatitis Herpetiformis or any similar or related medical condition";
- c. by adding the following wording as the last paragraph of Article 3:
"Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity";
- d. by deleting Article 4 and renumbering the following Articles accordingly; and
- e. by inserting a new Article 5 as follows and renumbering the following Articles accordingly:

"OBJECTS

5 The Objects are specifically restricted to the following:

- a. improving the wellbeing and outcomes of people affected by the Coeliac Condition;
- b. increasing awareness and knowledge and improving the care and choice for those affected by the Coeliac Condition; and
- c. promoting research into the nature, causes, alleviation, treatment and cure of the Coeliac Condition".

By order of the Board, Julia Malthouse, Company Secretary, 30 March 2021



Maureen Burnside, the newly appointed Chair of the Board, has over 30 years of experience as a Solicitor, specialising in corporate and commercial law. She has knowledge of the food sector through seven years' working in the FMCG sector, latterly as Senior Legal Counsel with Müller, and before that she was a partner for nearly 20 years in one of

Scotland's top law firms. She combines a strong knowledge of commercial law with a practical, commercial approach to its application. She is now providing consultancy legal services to FMCG companies whilst helping manage the family farm in Scotland, which gives her time to offer her skills to charities such as Coeliac UK. She was diagnosed with coeliac disease three years ago but is very familiar with the disease and its challenges as her mother was diagnosed over 20 years ago.



Professor Alan Perkins is a Professor of Medical Physics at the University of Nottingham and Honorary Consultant Clinical Scientist, Nottingham University Hospitals NHS Trust. He is also a member of Coeliac UK having been diagnosed with coeliac disease in 2010 after a brief period of acute anaemia. This was the first time in his life he had been a patient in the hospital he had

worked in for 30 years. He also holds the position of Chair of our Research Strategy Board (RSB) to which he brings not only a personal insight into the condition but vast expertise in research, and along with the Board, will help us to work towards a step change in research into coeliac disease.

APPOINTMENT OF PROXY

For the **COELIAC UK ANNUAL GENERAL MEETING** to be held on **SATURDAY 3 JULY 2021**

Any Full Member of the Charity, who is entitled to attend and vote at this meeting may appoint a proxy to attend and vote instead of him/herself

I hereby appoint the *Chair of the meeting

*or _____ of _____ email address _____

as my proxy to vote in my name and on my behalf at the Annual General Meeting of Coeliac UK to be held on Saturday 3 July 2021 and at every adjournment thereof on the resolutions of the Charity.

(If you appoint someone other than the Chair of the meeting, please ensure that they have registered for the AGM at www.coeliac.org.uk/2021AGM so that they will be at the meeting.)

PLEASE INDICATE BELOW HOW YOU WOULD LIKE YOUR PROXY TO VOTE ON YOUR BEHALF

- | | | |
|--------------------------------|---|---------------|
| Resolution No 1 | To receive the Charity's Financial Statements ended 31 December 2020 | *For *Against |
| Resolution No 2 | To receive the Governors' Report on the past year | *For *Against |
| Resolution No 3 | To re-appoint Saffery Champness as auditors for the coming year | *For *Against |
| Resolution No 4 & 5 | To elect Fiona Fowler and Nicola Valmas as Governors | *For *Against |
| Resolution No 6 & 7 | To re-elect Maureen Burnside and Professor Alan Perkins as Governors | *For *Against |
| Resolution No 8 | As Special Resolution, with effect from the conclusion of the Annual General Meeting, the draft Articles of Association enclosed to this resolution be adopted as the Articles of Association of Coeliac UK in substitution for, and to the exclusion of, Coeliac UK's existing Articles of Association | *For *Against |
| Resolution No 9 | As Special Resolution that, subject to the passing of Resolution 8 in the Notice of Annual General Meeting dated 30 March 2021, and further subject to any approval required of the Charity Commission, and subject to filing Form CC04, the Memorandum and Articles of Association of Coeliac UK be amended:
a. by deleting the Memorandum of Association;
b. by deleting the defined term "the Coeliac Condition" in Article 3 and replacing it with the following new defined term: "the Coeliac Condition" includes Gluten Enteropathy, Dermatitis Herpetiformis or any similar or related medical condition";
c. by adding the following wording as the last paragraph of Article 3
"Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity";
d. by deleting Article 4 and renumbering the following Articles accordingly; and
e. by inserting a new Article 5 as follows and renumbering the following Articles accordingly:
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b. increasing awareness and knowledge and improving the care and choice for those affected by the Coeliac Condition; and
c. promoting research into the nature, causes, alleviation, treatment and cure of the Coeliac Condition". | *For *Against |

*Strike out whichever is not desired. Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

I confirm that: *Please tick one box only.

- *I am a Full Member of the Charity.
- *I am a parent/guardian of a Child Member (who will be under sixteen years of age on 3 July 2021). No other parent/guardian of this child is already a Full Member of the Charity. I wish to be a Full Member of the Charity on behalf of my child.
- *I was a Child Member of the Charity and have recently attained sixteen years of age. I wish to be a Full Member of the Charity.

Full name: _____ Membership number: _____

Address: _____

Postcode: _____


Email address: _____

Signed: _____

Please detach and return by email to agm@coeliac.org.uk or by post to AGM 2021, Coeliac UK, 3rd Floor, Apollo Centre, Desborough Road, High Wycombe, Bucks, HP11 2QW. Please do not send this to the Charity with any other mail.

To be received by 10.00am on Thursday 1 July 2021.

Coeliac UK is a registered charity in England and Wales (No. 1048167) and Scotland (No. SC039804) and Company Limited by Guarantee, registered in England and Wales (No. 3068044). Registered Office: 3rd Floor, Apollo Centre, Desborough Road, High Wycombe, Bucks HP11 2QW.

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