

Dear MS Society member,

Welcome to the MS Society's annual general meeting (AGM) booklet for 2009. I am writing as your Chairman to urge you to use your vote this year.

You have the opportunity to have your say on a number of decisions that will decide the future shape of the Society.

We are a democratic membership organisation and all of our resolutions are decided on the basis of one member, one vote, across the UK. These votes are carried out by secret ballot and are independently monitored. The voting forms in your pack are a vital part of the way we do business 'to beat MS'.

This AGM considers a number of issues vital to the future of the Society and its work. For example, should we be one Society, united in the fight against MS? Do we spend enough on research? And if we spend more on research, are we prepared to spend less on MS nurses, respite care, information or branch support?

Other resolutions this year cover our annual report and accounts, giving you the chance to scrutinise the way we raise and spend our supporters' money. These may seem like technical matters, but as the Board (made up of volunteer trustees) we are committed to sound financial management of the Society. Furthermore, the annual report sets out progress against our strategy for 2008 to 2012, a strategy many of you contributed to. If you took part in that consultation in 2007, this is your chance to make sure you are happy with the progress we have made.

The pack you have in your hands is your chance to vote on these questions. Last year, around 4,000 people voted on each resolution – one member in 10. Several hundred members attended the AGM event, but thousands more had already had their say on what matters using their postal vote. A postal vote counts every bit as much as a raised hand during the meeting, so make sure you exercise your democratic right.

For those of you who want to attend the full AGM and members' weekend on 12 and 13 September, we have a weekend packed with workshops and opportunities for discussion, in addition to the AGM

business. As ever, the Board of Trustees looks forward to meeting you.

Please make sure you book in advance. Further details of the event and booking forms are available on our website at www.mssociety.org.uk or from the Conferences team on 020 8438 0837.

If you have any questions about the topics covered in this AGM booklet, please contact Emma Robertson, our governance officer, on 020 8438 0862. Emma can also arrange for this booklet to be provided in large print or electronically.

Yours sincerely,

Tony Kennan OBE
Chairman, MS Society UK

The AGM and members' weekend

To attend any part of the weekend, you should register in advance. For full details on how to register and how to book accommodation and care assistance please go to our website www.mssociety.org.uk or contact the Conference Team on 020 8438 0837. More information about the AGM programme is on the website.

Arriving at the venue

The doors open at noon on Saturday. Please allow time to register at the welcome desk. Your delegate badge will be printed with your name and details as you gave them on your booking form.

The AGM meeting

The formal business of the weekend is the AGM, which will start promptly at 2.30pm and end at 4pm.

Voting

- **In person at the AGM:** If you were a paid up member of the Society on or before 15 June 2009 (i.e. at least 13 weeks before the AGM) and have not already voted using your postal vote you will be given your voting papers when you arrive at the welcome desk.
- **If you cannot attend the AGM:** You have two alternative ways of voting. You can use the postal voting forms supplied in this pack, or you can appoint a proxy to vote on your behalf. Complete the Proxy Voting Form in this pack and send it to Electoral Reform Services in the reply paid envelope, to reach them by **[TBC BY ERS]**.
- **If you are a proxy holder:** If a member who cannot attend has appointed you to vote on their behalf (see above), you can only do so if you have registered your intention to attend the AGM by **[TBC BY ERS]** and do actually attend on the day. The procedure for casting proxy votes will be explained to you when you arrive at the welcome desk. A representative from Electoral Reform Services will attend the meeting as the Independent Scrutineer.

If you cannot attend but would like to watch the AGM

The AGM will be webcast live via the MS Society website. It will also be filmed and the DVD will become available to members after the AGM. By attending the meeting, members consent to being filmed for this purpose.

PROGRAMME

MS Society AGM and members' weekend 2009

'Meeting the needs of people living with MS'

Saturday 12 September

- 12pm **Lunch / arrival of delegates**
Buffet-lunch; the information exhibition opens at mid-day
- 13.30 **MS Society review of the year**
- 14.30 **AGM**
- 16.00 **Break**
The information area will be open.
- 16.30 **Open forum**
- 18.00 **Close**
- 19.30 **Pre-Dinner Drinks**
- 20:00 **Dinner - Entertainment and disco to follow**

Sunday 13 September

9.30am to 11.30am **Workshops**

Workshop one: Respite Care Review

During May, June and July this year the MS Society has been surveying the needs and wishes of people with MS, their families and carers in relation to respite care. This has been done through a postal and online survey and a range of focus groups across the UK.

During this workshop, you will have the opportunity to hear what we have learned from the survey and the perspectives of people in England, Wales, Scotland and Northern Ireland, and what we know about current respite care services across the UK – this will include the MS Society services and others.

The workshop will be an opportunity to contribute to initial thinking about the match between what people have told us they want and what is currently available; and how the MS Society should respond to this need.

Final proposals about the MS Society's approach to respite care are due to be presented to the Board in May 2010. You will also hear about arrangements for the next stage of consultation as options are developed.

Workshop Two: Review of Local Structures

In the MS Society Strategy 'Putting the Pieces Together to Beat MS,' we said we would 'review branch and regional structures and the work of local support teams'.

We are calling this a Review of Local Structures. It is more than a Branch Review because it is an opportunity to consider how the Society needs to operate in order to meet the needs of all people living with MS, families and carers.

We are not intending to start work on the review until the Spring of 2010, so this workshop will be a chance to help shape the review, get involved in making it happen and to have your say at the start. The current governance review will provide the 'shape' for how we work as a democratic organisation, but this work will help us think how we need to change in order to meet the challenges of supporting people in the next 10 to 20 years.

- What are the things we currently do well and must ensure we continue?
- What are the things we do less well?
- What needs to change to make us relevant to all people with MS?
- What should we do ourselves and what could we do in partnership with others?

It is going to be a lively session!

Workshop three: Governance review

At the AGM in September 2008, members voted for a Board resolution to carry out a review of governance to ensure that the governance of the MS Society is fit for purpose to deliver the strategic

plan 'putting the pieces together: to beat MS'. After a UK-wide consultation, this AGM is voting on two resolutions; to incorporate the Society as a company limited by guarantee, and to constitute the Society as one organisation with a single constitution across the UK. This workshop will focus on the results of these votes and next steps.

- If we are going to create a single constitution for the MS Society, how do we go about it?
- What can we take from our existing constitutions?
- What lessons have we learned as one charity covering four nations?

One area of the review – changing our charitable objects – also caused some concern and will be the subject of further consultation.

This workshop is your chance to have a say on how the outcomes of this review determine the future governance of the MS Society.

11.30am until noon **Move back to main room**

Noon **Summary from workshops**

Trustees will lead on presenting outcomes from the workshops to the main room. Comments from the floor will be welcomed.

12.45pm **Wrap up and farewell**

Tony Kennan (chairman of the MS Society) and Simon Gillespie (chief executive)

1pm **Lunch**

Lunch will be available before people travel home.

The AGM – order of business

This section sets out the order of business for the formal AGM on Saturday. This part of the weekend is a legal requirement. Within the AGM, resolutions will be discussed, votes taken and results announced. If you use your postal or proxy vote, your vote will be counted alongside those of people who physically attend the AGM. After this order of business, we lay out the 'procedural arrangements' which explain how the meeting will be conducted.

Multiple Sclerosis Society of Great Britain and Northern Ireland
Fifty-fifth Annual General Meeting
Saturday 12 September 2008
2.30pm until 4pm.

Sofitel Hotel, adjacent to Terminal 5
London Heathrow Airport TW6 2GD

1.0 Chairman's welcome and opening of the meeting

1.1 Apologies for absence

2.0 Procedural arrangements 2008

3.0 Appointment of tellers

4.0 Minutes of AGM 2008, including resolutions 2008

4.1 Matters arising from AGM 2008

5.0 Report on Elections to the Board

6.0 Resolutions 2009 (see page x)

6.1 Annual Report and Accounts 2008 (page x)

6.2 Appointment of Auditors (page x)

6.3 Governing the MS Society - Governance Review 1

6.4 Governing the MS Society - Governance Review 2

6.5 Engaging with younger people with MS at branch level

6.6 Branch chairmen serving beyond the six-year period in exceptional circumstances

6.7 Increasing research expenditure

7.0 Vote of thanks and close of meeting

Procedural Arrangements for the 2008 AGM

1 Any contributions to the meeting must be directed to the Chairman, and you should only take part in debate and discussion when the Chairman calls upon you to do so. Speeches should keep to the matter under discussion.

2 Amendments to the resolutions for 2009 published in this booklet must be sent to the MS National Centre by noon on 4 September. The Chairman can, at his discretion, allow amendments to be proposed and seconded at the AGM. Amendments which substantially change a resolution will not be allowed. More guidance is available in the UK constitution.

3 All of the resolutions and amendments in this booklet must be formally proposed at the meeting. The proposers may make a supporting speech of up to three minutes. The Board will then respond.

4 Amendments to resolutions need to be first discussed and then voted on (in that order) before the original resolution is voted on, whether or not it is changed as a result of the proposed amendment.

5 Contributions from members will be invited both for and against resolutions and amendments. These contributions will usually be limited to two minutes.

6 Emergency resolutions can be introduced at the meeting. To do this, you need to submit the emergency resolution in writing. A proposer and seconder then need to satisfy the Chairman before the AGM starts that there is a case for putting the resolution in.

7 The Chairman decides on procedural issues. For example, that a resolution or amendment be withdrawn, that a vote be taken immediately, that a debate be adjourned, or that a matter be referred to the Society's Board.

8 Here are the procedures for voting in detail:

8.1 All MS Society members are invited to attend and take part in General Meetings of the Society (as long as they are paid up members thirteen weeks prior to the meeting – by 15 June 2008).

8.2 Members who are not able to attend can vote by postal or proxy vote, using the form sent out with this booklet.

8.3 Proxies for voting are normally MS Society volunteer officers (someone from the committee at your local branch or region), but any MS Society member can act as a proxy, including the Chairman of the meeting.

8.4 Proxy holders must have registered their intention to attend the AGM by 4 September 2008.

8.5 Members who vote by proxy should tell their proxy whether to make a **discretionary** or **non-discretionary** vote on their behalf. This means the proxy is either told how to vote, or is given discretion to vote according to the discussions at the meeting.

8.6 **Non-discretionary votes:** members must have indicated how they want their vote to be cast – either FOR or AGAINST a resolution. The proxy will then cast the vote as the member has told them.

8.7 **Discretionary votes:** a member must have indicated that the proxy can use their own discretion and choose how to cast this vote in the light of discussions at the meeting.

8.8 If the proxy holder is unable to attend, the Chairman of the meeting will cast the votes as directed by the member.

8.9 Amendments which affect the substance of a resolution are not allowed. This means that proxy votes are allowed in cases where amendments have been made, because the resolution will remain the same in its substance.

8.10 Proxy votes cannot be cast for any emergency resolution.

8.11 Voting on resolutions will be by ballot, rather than by show of hands.

8.12 Please note that members with a financial or material interest in any item of business discussed at a general meeting are not allowed to vote on any resolutions concerning that item. If they speak, they must declare an interest.

Minutes AGM 2008

Minutes of the 54th Annual General Meeting of the Multiple Sclerosis Society of Great Britain and Northern Ireland held on 13 September 2008 at the Sofitel hotel, Heathrow terminal five.

The Chairman's welcome and opening comments

The Chairman of the Society, Tony Kennan, welcomed members to the Society's 54th AGM. He introduced Simon Gillespie (Chief Executive), David Sinclair (honorary Treasurer), and Susannah Hughes (Head of Governance) on the podium, and, Ann Hodgson (Chair, MS Society Cymru Council), Trustees and Alan Banes (honorary Solicitor). Apologies were presented from Simon Cave, Matthew Willis, Ian Douglas, Judy Illsley, Mary-Elizabeth Raw, Denise Fagg, Gillian Jenkins, John Miller, Siobhan Gilmour, Clare Ball, Paul Pavia, Mark Hazelwood, Gladys Stewart, Linda and Martin Stanley and Ian Crosby, who also expressed apologies on behalf of the newly formed Belfast branch.

The Chairman drew the attention of members to the procedural rules in the AGM booklet. The meeting agreed that the following would act as tellers during the AGM: Enzo Carrara (Chief teller), Nasra Rahman, Catherine Oxley, Clive Gillett and Sherene Ross. Christy Gerould and Stephen Cohen from Electoral Reform Services would oversee the count as the independent scrutineers.

Minutes of the AGM held on 29 September 2007

The Chairman stated that no amendments had been put forward and proposed that the minutes printed in the AGM booklet be adopted. This was seconded by Erling Lindoe and approved.

Matters arising from the 2007 minutes

David Denholm, Trustee, reported back to the AGM on outcomes and progress regarding the six AGM resolutions that members passed in 2007. A new, ambitious strategy had been agreed for 2008-12 with five aims devised to transform the way the Society supports people affected by MS, one key action was that £5 million had been approved for MS Research. A working group was set up to consider an MS Year of Youth, the recommendation they came back with was that the needs of young people should be built into the Society's

strategy as opposed to a one-off commitment. Most branches had completed their three year spending plan and ambitious plans were in place to see reserves to return to an appropriate level by 2010. New area fundraiser roles were being piloted to support local fundraising initiatives. A branch essential standard had been implemented and 75 per cent of branches had attended a BranchOut session that year. A consultation had taken place to ascertain the best form of membership for our members and a single membership scheme was adopted. Board meetings were opened to anyone interested in the work of the Society and board documentation was made publically available, contributing to the high level of interest in the call for trustees that year.

The annual report and accounts 2007

David Sinclair, Honorary Treasurer and Neil Spence, Director of Corporate Services, presented the Annual Report and Accounts 2007. The Honorary Treasurer commended the accounts and the Chairman proposed resolution 6.1.

Appointment of the Society's auditors for the 2008 accounts

The Honorary Treasurer proposed that, following the recommendation of the Finance and Audit Committee and the Board, Deloitte & Touche LLP be re-appointed for the forthcoming year, and the meeting duly considered resolution 6.2.

Report on elections to the board

The Chairman, Tony Kennan, came to the end of his first three year term of office at the 2008 AGM. An overwhelming 85 per cent of voting members endorsed his re-election for a second three year term of office.

Members across the MS Society voted to elect nine trustees. The following candidates were elected to serve as trustees: Carolyn Heaney, Amanda Cox, Ian Douglas, John Miller, Steve Whitaker, Clare Ball, Siobhan Gilmour, Judy Illsley and Caroline Green. In addition, members of MS Society Cymru voted for the Welsh representative on the board and Paul Pavia, a MS Society Cymru council member was elected. It was commended that over 6,500 members voted which is above average for an organisation of our

size. The Chairman warmly welcomed the new Trustees, whose roles became effective immediately.

Thanks to Trustees leaving the Board

Erling Lindoe had served as a trustee for six years and worked to establish the Cymru council. Allan Young had also served as a trustee for six years and represented the MS Society Cymru on the board; he had also been one of the founding members of MS Society Cymru. Mark Taylor had served on the board for three years and was strongly involved with research within the Society. Susan Catchpole also came to the end of her first three year term of office and was an invaluable source of financial knowledge, serving on the Finance and Audit Committee and also the Investment Committee. Mary-Elizabeth Raw stepped down after her first three year term of office and had made a significant contribution to the board in that time. Gillian Jenkins also completed her first three year term of office. The Chairman thanked the trustees for their contributions and ongoing commitment to the Society.

Thanks and close of meeting

The Chairman thanked the Society's many thousands of volunteers, the Chief Executive, Simon Gillespie, the senior management team and all staff across England, Wales, Scotland and Northern Ireland for their hard work and dedication. Marie Milman, a long-standing volunteer of the Society, a former Trustee and branch Chair at Doncaster, currently a Regional Chair for Yorkshire as well as a Doncaster branch committee member, proposed a vote of thanks to all who had participated in the meeting. The Chairman closed by thanking members who had attended the meeting and, in particular, all volunteers who did invaluable work on behalf of people affected by MS.

Resolutions 2008

6.1 Trustees' resolution: Annual Report and Accounts 2007

This AGM receives the Annual Report 2007 and approves the 2007 accounts that have been signed by the Auditors.

Result of the Ballot:

For: 3901 (99.8 per cent)

Against: 11 (0.2 per cent)

This resolution was passed

6.2 Trustees' resolution: Appointment of Auditors

This AGM re-appoints Deloitte & Touche LLP as the MS Society's auditors for the forthcoming year and for the 2008 accounts.

Result of ballot:

For: 3886 (99.2 per cent)

Against: 30 (0.8 per cent)

This resolution was passed.

6.3 Trustees' resolution: Cash Pooling Scheme

This AGM resolves that in order to make the best use of the Society's funds, all parts of the Society only hold cash in the Society's cash pooling scheme run by Barclays Bank plc and that no other bank accounts are held outside the scheme except where there is specific Board approval.

The Society holds considerable cash reserves and it is imperative that we can demonstrate that these funds are being managed in the best possible way for people affected by MS.

Steve Whitaker, trustee, spoke on behalf of the board and outlined the benefits of the Society adopting the Cash Pooling Scheme. At the end of 2007 the Society held £20 million in cash and short term cash deposits. The cash element of this £20 million was held in over 600 separate bank accounts with 30 different banks. This level of reserves made it hard for the Society to raise money from major trusts and corporates and the Society was losing out on investment income. There were also issues with suspected fraud and access to bank accounts when cheque signatories left a bank. The Barclays Cash Pooling Scheme offered a way of negating these risks and also benefited the Society by generating more investment income at an interest rate of 0.2 per cent below the Bank of England base rate,

which was 0.5 per cent higher than the cash management scheme. The Society would be able to manage its cash more effectively allowing it to operate at a lower level of reserves and branches would retain full control over their finances. Steve welcomed the resolution and urged members to vote in favour.

Result of ballot:

For: 3698 (94.4 per cent)

Against: 219 (5.6 per cent)

This resolution was passed.

6.4 Trustees' resolution: Governing the MS Society

This AGM welcomes the decision of the Board to appoint a Governance Group to consider the most effective arrangements to ensure that the Society has the best governance structures to:

- minimise risk and comply with all relevant legal and regulatory requirements, and to;
- enable the Society to carry out its work on behalf of PaMS.

This AGM acknowledges the intention of the Board to bring the recommendations from the governance review before members, to be voted on at the 2009 AGM.

Erling Lindoe, trustee, spoke on behalf of the board on the need for effective governance within the Society to enable it to deliver the best services to people living with MS. The current arrangements for the Society resulted from a Society-wide review in 1999 that led to the adoption of the current set of constitutions which maintained great strengths by involving members and committed volunteers. However, the current unincorporated status of the Society exposed it to significant risk, including following regulatory and other requirements throughout the UK. The increased devolution in the nations has seen a divergence in state-funded health and social care systems and provisions. This resolution aims to support the MS Society strategy for 2008-12 which was approved at the 2007 AGM to enable the Society to deliver on a series of operational and delivery challenges. It was deemed necessary to determine the best and most appropriate governance structures to meet the needs of the whole Society by undertaking an open consultation and hearing members' views. It

was proposed that recommendations would then come back to the AGM in 2009.

Result of ballot:

For: 3841 (98.1 per cent)

Against: 74 (1.9 per cent)

This resolution was passed

6.5 Members' resolution: UK MS Register

This Conference notes that 85,000 is a gross underestimate and recognises the urgent need to have an accurate number of PwMS in the UK determined by age, geography and gender in order to ensure the best delivery of, and access to, appropriate services and quality of care for PwMs.

We urgently request the MS Society nationally to use its best endeavours to achieve these objectives with the support of the National Health Service using all methods including the use of GP surgery records. We urge the MS Society to make the revised figures available as soon as possible.

Proposed by: Graham Hewitt Seconded by: Michael Bray

Graham Hewitt, member of the Gosport and Fareham branch, spoke of the need to establish an accurate figure for the number of people with MS living in the UK. It was known that the figure of 85,000 was without scientific basis. The impact of an increased figure could be significant at a national level and would enable regions to lobby health authorities, the government and social services more effectively to provide services for people with MS. He urged the board to support the implementation of a GP survey before the wider consultation process for a complete UK register took place. Caroline Green, trustee, responded on behalf of the board. She agreed that the generally accepted estimate was inaccurate and that the MS Register would provide a wealth of detailed information as a comprehensive database of the number of people with MS and the impact of having MS. However, the creation of the register would take time so the Society was working with Graham Hewitt and Michael Bray and had embarked upon a project for evidence-based estimate of people with MS in the UK using the GP records database.

This would produce a robust estimate for the number of people with MS in the UK and break the figures down to a regional level for improved service provision. This interim study was to be available from autumn 2008 and Caroline Green recommended that the membership vote in favour of this resolution.

Result of the ballot:

For: 3836 (97.9 per cent)

Against: 81 (2.1 per cent)

This resolution was passed

Matters arising for 2009 AGM

The 2008 AGM resulted in several resolutions that needed further work. The 2009 AGM will hear about progress against these, as set out below.

Cash Pooling Scheme – 2008 Trustees’ resolution (see page XX – refer to the minutes from last year)

The Society holds considerable cash reserves and it is imperative that we can demonstrate that these funds are being managed in the best possible way for people affected by MS.

Most branches in England, Cymru and Northern Ireland have joined the Barclays Cash Pooling scheme; several branches in Scotland are still to join the scheme. Some branches hold funds outside the cash pooling scheme due to the funds being held in accounts where withdrawal of funds would result in loss of interest or a penalty payment and some branches have not yet transferred all available funds to the cash pooling scheme. In the latter cases the finance team are working with the relevant branches to transfer the remaining funds to the Barclays Cash Pooling scheme.

Governing the MS Society – 2008 Trustees’ resolution (see page XX)

As agreed at the AGM in 2008, the Society has been reviewing its governance structures. A governance review group was set up and is presenting feedback – including two resolutions – to this AGM.

Over the past eight months, members across the UK have had the opportunity to have their say. The Board would like to thank everyone who participated in the consultation, whether by contributing to one of the ‘road show’ events or reply in writing.

There were three main questions addressed in the consultation:

- Incorporation - should the MS Society become a charitable company?
- Constitution - what kind of constitution does the MS Society need to deliver its aims for people affected by MS?

- Charitable objects – do the current objects of the charity enable the MS Society to do the most for people affected by MS?

The resolutions put forward by the Board for members to consider (see page XX) deal with the issues of ‘incorporation’ and a ‘constitution’, where there appears to be widespread support from members for the Society to incorporate, and also for the Board to develop a single, UK-wide constitution. The consultation revealed some strongly held views on any changes to the Society’s ‘charitable objects, and concerns by some that any change would detract from the prime purpose of the Society. The Board have heard these concerns, and is not proposing a resolution on changes to the charitable objects at this stage.

Whatever your views are on the future governance of the Society, please ensure that you express them by voting, either at the AGM or by using the proxy form in this booklet. The voting is in a secret ballot on the basis of ‘one member, one vote’, and the whole process is independently overseen.

For each of the votes on governance, total UK result will be broken down into each of the four nations. The Board wants everyone to be able to see how the Society has voted. Whatever the outcomes, more work will be needed to ensure that we are in the best possible shape for the future.

UK MS Register – 2008 Members’ resolution (see page xx)

The MS Society has carried out the first comprehensive national study to estimate the numbers of people with MS in the UK. This work was carried out in response to the 2008 AGM resolution. The resolution Proposer and Seconder, Graham Hewitt and Mike Bray, have worked alongside National Centre staff to develop this project and monitor this project.

Using data derived from the national GP Research Database and working with researchers from the London School of Hygiene and Tropical Medicine, we have a new and more reliable estimate for the number of people living with a diagnosis of MS. That number is 100,000 – almost twenty percent more than the previous best estimate of 85,000. For the first time we are able to give reliable estimates for the number of MS on a regional basis. This new

information will help our staff and volunteers around the country to work effectively with local health and social services to match service provision to local need.

The study also underlines the importance of the pilot MS Register, launched in September 2009. The Register will provide much more detailed and comprehensive information about how MS affects individuals. We will gather vital information about the natural history MS and the effectiveness of treatments and services. The register will support excellence in the design and evaluation of research. The register will be our 'gold standard'.

Resolutions for 2009 AGM

These are the resolutions for this year's AGM. If you intend to vote by proxy using the postal forms enclosed in this mailing, these are the resolutions you will be voting on. Each resolution included the text of the resolution and a supporting statement by the member who proposed it (in some cases, this will be a Trustee). Each resolution includes a recommendation by the Board of Trustees to either support or oppose it. In cases where the proposer is not a Trustee the Board has included a written response.

Resolution 6.1

Annual Report and Accounts 2008

Trustees' resolution

"This AGM receives the Annual Report 2008 and approves the 2008 accounts that have been signed by the Auditors."

Supporting statement by proposer:

Receiving the annual report and approving the accounts is a formal part of every AGM. The MS Society Annual Report and Accounts 2008 have been signed by the Society's auditors, Horwath Clark Whitehill LLP.

The Board recommends that you vote in favour of this resolution.

Resolution 6.2

Appointment of Auditors

Trustees' resolution

"This AGM appoints Horwath Clark Whitehill LLP as the MS Society's auditors for the forthcoming year and for the 2009 accounts."

Supporting statement by proposer:

The appointment of auditors is a formal part of every AGM. The Finance and Audit Committee considered the matter and the Board of Trustees recommends that Horwath Clark Whitehill LLP be appointed for the forthcoming year.

The Board recommends that you vote in favour of this resolution.

Resolution 6.3

Governing the MS Society - Governance Review 1 Trustees' resolution

“That the MS Society of Great Britain and Northern Ireland retains its charitable status; continues to be governed by a board of trustees who are volunteers; and becomes a company limited by guarantee.”

Supporting statement by proposer:

This resolution assists in minimising risk for the Society and reducing administration costs. Incorporation, that is, becoming a company minimises the risks that are part of the differing regulatory, legal and other requirements throughout the UK. Incorporation also enables the administration of the Society to be streamlined, reducing costs.

In our governance review consultation we identified two options, the company limited by guarantee, and the charitable incorporated organisation, or ‘CIO’. The resolution proposes that the Society becomes a company limited by guarantee at this stage, for two reasons. Firstly this is the legal form that all charities who are incorporated currently take. Although it was originally developed for profit-making companies, it has been used successfully by charities for many years.

Secondly, although the legal form of the ‘CIO’ was introduced in 2006, it has not been implemented by the Charity Commission, and there is no clear date for its implementation. The Charity Commission have advised that it will be simple for an organisation like the Society to transfer to become a CIO at a later stage.

Although initially interested in pursuing the CIO option, the Board considers incorporation too important to wait for when there is a ‘tried

and tested' option already available. The Board therefore recommends that the MS Society of Great Britain and Northern Ireland is incorporated, and becomes a company limited by guarantee. This will not alter our charitable status.

The Board recommends that you vote in favour of this resolution.

Resolution 6.4

Governing the MS Society - Governance Review 2 Trustees' resolution

“That the Board is mandated to ensure that the MS Society of Great Britain and Northern Ireland is constituted as one organisation, with a single constitution that clearly identifies the rights, roles and responsibilities in all four nations (namely England, Scotland, Northern Ireland and Wales) ensuring a voice for people with and affected by multiple sclerosis throughout the United Kingdom.”

Supporting statement by proposer:

The governance review road shows and responses to the consultation identified that people were unhappy with the perceived lack of clarity between the overarching constitution of Great Britain and Northern Ireland, and the sub-constitutions of MS Society Scotland, Cymru and Northern Ireland.

Perceived anomalies within these constitutions were frequently seen as exacerbating the recent governance problems in the actions of Councils in Northern Ireland and in Scotland. The Board is keen that these problems are placed firmly in the past but also that we learn from them.

The Board considers that a single constitution for the MS Society that clearly identifies the roles and responsibilities of the Board and national councils, and the interrelationships between them, will respond to the stated wishes of all four nations for a voice in the Society, and enable the Board to govern the Society in the interests of people affected by MS throughout the UK.

The Society will remain a democratic organisation, governed ultimately by its members under the principle of 'one member, one vote'.

The Board recommends that you vote in favour of this resolution.

Resolution 6.5

Engaging with younger people with MS at branch level

Members' resolution

"The MS Society should review its branches to ensure their ability to attract and engage younger people who live with MS."

Proposer: Sean Hegarty – Branch Committee Member

Seconder: Karen Hemour

Supporting statement by proposer:

MS branches are predominantly made up of the older person. As a result the younger people, who live with MS, tend to stay away from any branch activity. These younger people have been fit and healthy up to their life being interrupted with MS, and many have so much that they can offer the society and its branches.

I am only 42 and live with Primary Progressive MS. I can still do so much for my local branch but feel I am held back by long standing branch volunteers, often of a certain age, who perhaps find change and new ideas challenging and difficult to accommodate. I still want to do so much for the society, and getting other younger people with MS involved is a 'goal'.

While I believe that you need a voice of experience (the older person), I also believe that you need 'new blood' with new and innovative ideas (the younger person). It will lead to a good succession of people who run the MS Society and its branches.

Board response

The Board recognises and supports the importance of the Society serving the needs of all people affected by MS, nationally and locally.

Following a member's resolution in 2007, we started a programme of work to identify research and other activities with a specific focus on younger people.

Young people can achieve a great deal working with our branches. In May this year, 21-year old Rebecca Naylor won the MS Society award for community of the year for setting up Club MS. This group works closely with local MS Society branches to make sure that young adults and parents with MS have the right support.

We recognise that continuing engagement with young people is important to the Society, both as people affected by MS, and as the 'talent pool' for leading the Society and delivering essential services in the future. Some, though not all, branches find they are not able to involve younger people as far as people with MS, and the Society, would expect.

This AGM sees the launch of the Society's review of local structures which will include branches. The Board will make sure that the terms of reference include the requirement to make recommendations to enhance the Society's and our branches' ability to reach diverse communities, including younger people.

The Board recommends that you vote in favour of this resolution.

Resolution 6.6

Branch chairmen serving beyond the six-year period in exceptional circumstances

Members' resolution

"This AGM while recognising and supporting resolution 2003 also recognises that 'one size does not fit all'. In situations where adherence to 2003 is not practicable due to exceptional local circumstances and where no new candidate for chairmanship can be identified, a secret ballot of the entire branch membership should be held to consider a continuance of the existing chair's tenure for an additional one year period. This would ascertain the views of the people most directly affected by MS and that the result of such a

ballot is considered paramount to deciding the immediate future of the branch.”

Proposer: Ian Westgate – Branch Committee Member

Seconder: Rod Slip – Branch Chairman

Supporting statement by proposer:

Every person with MS is unique and in the same way all towns and districts are unique. One size does not fit all and who better to decide what best suits a branch than the membership themselves.

The motion asks conference not to abandon the six year chairmanship rule of 2003 merely to widen it so it can better embrace the needs of all branches as they seek to follow the Society’s guideline in a way that best suits their membership in an informed and understanding way.

Board response

The Board acknowledges the overwhelming support of members in 2003 for branch chairs to serve a maximum of two consecutive three year terms before standing down. The rationale for the rule remains clear:

- to ensure proper and effective accountability;
- to encourage the development of other committee members and other volunteers for key leadership roles and
- to ensure sustainability and continuity of services for people living with MS by reducing the risk of being overly dependent on one person. This is especially important in branches that offer significant services.

The Board believes that with the increased support now available to branches, they are better placed to prepare for succession planning to the role of branch chair. The chair of every branch should regard it as a core part of their role to ensure a smooth transition to a new chair at the end of their term of office, as well as planning for contingencies such as illness.

The Board also recognises that in some circumstances it is easier for a new volunteer to step forward once the role has become vacant due to the strong personalities of many successful branch chairs, personal loyalties or other factors. The Board already acknowledges

that on rare occasions it is not possible to have a volunteer ready to step into the role.

In exceptional circumstances, the Chief Executive has discretion to agree with the branch a further one year extension in role for the Chair whilst a working group of volunteers and staff identify a new chair. The Board agrees that this option should only be considered where a majority of members locally complete a postal vote for such an extension.

The Board recommends that you vote in favour of this resolution.

Resolution 6.7

Increasing research expenditure

Members' resolution

“That the Society increases its annual research expenditure to a level whereby stakeholders can be assured of an effective impact. Specifically, the Society should commit to invest 35 per cent of its annual income in research within three years. This should help raise the Society’s profile and speed the search for ways to improve the well being of its members, including the discovery and development of new medicines and novel biomarkers.”

Proposer: Alan Palmer – Neuroscientist

Seconder: Dominic Manley

Supporting statement by proposer:

The MS Society ‘Big Survey of 2007’ states that ‘funding research into MS is considered to be the most important MS Society activity’. And yet the commitment of the Society to research compares poorly with that of Cancer Research UK on the basis of total research expenditure (£4 million versus £333 million), as well as research expenditure per UK patient (£40 versus £1,152) and as a percentage of total income (12 versus 70). The MS Society has the responsibility, and opportunity, to establish itself as a more impactful Medical Research Charity through an increased commitment to research.

Board response

The Society has an excellent reputation and record in promoting and funding the best research. The Society's strategy for 2008-2012 ('Putting the pieces together to beat MS') commits the Society to increase new investment in research of £7.3million in 2008 and 2009. The Society has exceeded this commitment with a total of £10.2million. We are committed to building and maintaining not only our biomedical but also our applied research portfolio on the basis of high quality proposals.

Over the remaining years of the strategy we will be investing considerable sums in new research. Our research strategy will ensure we target our investment to research of the highest quality to meet the needs of people affected by MS, and also that we use our high reputation to draw in additional funds from other sources either as sole funders of important research, or in partnership with the MS Society.

Unlike Cancer Research UK, the Society undertakes a very full range of activities expected by people affected by MS. The Society therefore needs to balance our research investment against funding for our wider work, such as information provision, respite care, campaigning and support. Setting a fixed percentage of our annual income for research is not the best way to ensure delivery of all of the services people affected by MS expect of their Society, or of ensuring the Society funds only high quality research.

The Board recommends that you vote against this resolution.

Election of Trustee

This year, there is one Trustee vacancy on the Board. Following a recruitment process, the Board is recommending one candidate to members. Please read the following before you cast your vote using the enclosed forms.

Personal Statement John Litchfield

My first contact with the MS Society was shortly after my wife's diagnosis, as our local Branch provided great support. Having benefitted from this support I am committed to ensuring it remains available in the future.

My involvement with several projects at the MS National Centre has made me understand the wide scope of the Society's work. During the last six years as Branch Chairman I have also worked at regional level providing insight into the varying challenges faced in different areas.

A long career in the financial sector means I have a variety of skills, including marketing, public relations and change management, which I believe can benefit the Society. An active interest in the arts and music led to an invitation last year to become a Governor of Lewisham College. The success of this College in reaching out to its local community will help me contribute to our own Diversity projects.

I live in Maidenhead with Puff the Dog. My eldest son lives in London and is working as a legal aid solicitor and the younger son works as a freelance journalist in the Far East.

I wish to be a Trustee to make a positive contribution, working with the Board, to achieve our challenging strategy.

The Board recommends that you vote in favour of this candidate.