

Dear Member

**Annual General Meeting (AGM) - 28 April 2021 at 9:30 am**

**1 April 2021**

I am writing to you about the IPA's AGM which, due to the social distancing restrictions now in place and in the light of the Government's announcement on 28 March 2020 of greater flexibility in the application of certain company law requirements, will be only held as a virtual meeting.

The virtual meeting will be hosted by our President, Kevin Hellard via ZOOM

The ZOOM Registration details are:

<https://zoom.us/meeting/register/tJUkcuytrzsrGdbykatA7Lv31sZYMkIXm5ou>

If you cannot attend virtually please use the proxy form provided ([click here to access](#)) and return it to [membership@ipa.uk.com](mailto:membership@ipa.uk.com) by 12 midday on 27 April 2021. If you have any questions, then please email me and I will be happy to respond to your queries.

As you will be aware, 2020 was a very difficult year due to the challenges presented by Covid - 19, particularly for the less fortunate in our society. In recognition of this I am pleased to announce, on behalf of the Board, that this year the IPA is able to donate £10,000 to Crisis, our partner charity for 2020/21, and I wish to thank our members and staff who have made this possible.

Yours sincerely

Michelle Thorp  
Company Secretary  
[michellet@ipa.uk.com](mailto:michellet@ipa.uk.com)



## The Insolvency Practitioners Association (the 'Association')

Company No. 1151132, Registered Office: Sovereign House,  
212-224 Shaftesbury Avenue, London, WC2H 8HQ

### Notice of Annual General Meeting

Notice is hereby given that the forty sixth Annual General Meeting of The Insolvency Practitioners Association (the Association) will be held by ZOOM call on 28 April 2021 at 9:30am to transact the following business:

- 1 To receive and adopt the Report of the Board and the Financial Statements of the Association for the year ended 31 December 2020.
- 2 To delegate the appointment of auditors to the Board.
- 3 To Consider and if thought fit pass the Special Resolutions of the Association set out below.
- 4 To transact any other business, which may properly be transacted at an Annual General Meeting, including co-option of members to the Board.

#### SPECIAL RESOLUTIONS

- 1 That Article 1 be amended by deleting the definition of the following term as set out below:

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| in writing | hand written in ink, typewritten, printed or lithographed or partly one and partly another, or recorded by any other mode of representing or reproducing words in a visible form; |
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- 2 That Article 1 be amended by inserting the definitions of the following terms as set out below:

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| in writing | handwritten in ink, typewritten, printed or lithographed or partly one and partly another, or recorded by any other mode of representing or reproducing words in a visible form including by electronic, digital or other means; |
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| present | for the purposes of meetings of the Association, its Board and its Committees “present” includes both physically present and virtually present by electronic, digital or other means. |
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- 3 That the numbered Articles set out below be deleted and replaced with the proposed text as set out below to reflect the Board approved changes to the Association’s membership criteria:

| Existing Article as per the Articles of Association approved by the EGM on 22 February 2021  | Proposed Revised Article  |
|--|---|
| <p>9.1.1 An individual shall be eligible to become an Ordinary Member if:-</p> <p>(a) either they have satisfied The Board, by producing such evidence as the Board may in its discretion require, that they have had practical experience of Insolvency Administration of such a nature and duration as the Board may from time to time approve for the purposes of this Article; or</p> <p>(b) they have passed the examinations set by the Joint Insolvency Examination Board or such other examinations as the Board may from time to time prescribe, and has such experience of Insolvency Administration as the Board may require; and</p> | <p>9.1.1 An individual shall be eligible to become an Ordinary Member if:-</p> <p>(a) either they have satisfied The Board, by producing such evidence as the Board may in its discretion require, that they have had practical experience of Insolvency Administration of such a nature and duration as the Board may from time to time approve for the purposes of this Article; or</p> <p>(b) they have made a significant contribution to the knowledge and practice of insolvency; or</p> <p>(c) they have passed the examinations set by the Joint Insolvency Examination Board or such other examinations as the Board may from time to time prescribe, and has such experience of Insolvency Administration as the Board may require; and</p> |
| <p>9.1.2 their application for membership is sponsored in writing (in such format as the Board may from time to time prescribe) by two sponsors who fulfil the criteria for such sponsorship, as set out by the Board from time to time; and</p>   | <p>9.1.2 their application for membership is supported in writing (in such format as the Board may from time to time prescribe) by one referee who fulfils the criteria for such a referee, as set out by the Board from time to time; and</p>  |
| <p>9.4.1 An individual shall be eligible to become a Student Member if:-</p>   | <p>9.4.1 An individual shall be eligible to become a Student Member if:-</p>  |

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| <p>(a) They are studying for one or more insolvency examinations prescribed by the Board; and</p> <p>(b) their application to become a Student Member is sponsored in writing (in such format as the Board may from time to time prescribe) by one sponsor who fulfils the criteria for such sponsorship, as set out by the Board from time to time; and</p> <p>(c) The Board, at a duly constituted meeting thereof shall resolve to admit them as a Student Member.</p> | <p>(a) They are studying for one or more insolvency examinations prescribed by the Board; and</p> <p>(b) The Board, at a duly constituted meeting thereof shall resolve to admit them as a Student Member.</p>   |
| <p>11. Affiliates</p> <p>11.1.2 their application for membership is sponsored in writing (in such format as the Board may from time to time prescribe) by two sponsors who fulfil the criteria for such sponsorship as set out by the Board from time to time; and</p>  | <p>11. Affiliates</p> <p>11.1.2 their application for membership is supported in writing (in such format as the Board may from time to time prescribe) by one referee who fulfils the criteria for such a referee as set out by the Board from time to time; and</p> |
| <p>11.3.1 in the opinion of the Board, they have made a significant contribution to the knowledge and practice of insolvency; and</p>   | <p>11.3.1 in the opinion of the Board, they have made a contribution to the knowledge and practice of insolvency; and</p>  |

- 4 That the numbered Articles set out below be deleted and replaced with the proposed text as set out below to reflect the Board approved changes to facilitate virtual meetings of the Association in the light of the continuing Covid 19 related restrictions on physical meetings and travel:

| Existing Article as per the Articles of Association approved by the EGM on 22 February 2021  | Proposed Revised Article  |
|--|---|
| <p>23 The Association shall hold an annual general meeting in each calendar year and each annual general meeting shall take place no more than fifteen Months following the previous annual general meeting. Subject to the provisions of this Article, every annual general meeting shall be held at such time and place as shall be determined by the Board.</p> | <p>23 The Association shall hold an annual general meeting in each calendar year and each annual general meeting shall take place no more than fifteen Months following the previous annual general meeting. Subject to the provisions of this Article, every annual general meeting shall be held at such time and place, including virtually by electronic, digital or other means, as shall be determined by the Board.</p>  |
| <p>34 At any general meeting a resolution put to the vote shall be decided by a show of hands, unless a poll is (before or on the declaration of the show of hands) demanded by the chair or by at least three Member Firms present either in person or by their Firm Member or by proxy, and having the right to vote at the general meeting.</p>                 | <p>34 At any general meeting a resolution put to the vote shall be decided by a show of hands, (including a virtual show of hands by electronic, digital or other means at a meeting conducted virtually in whole or in part) unless a poll (including a virtual, digital or electronic poll) is (before or on the declaration of the show of hands) demanded by the chair or by at least three Member Firms present either in person or by their Firm Member or by proxy, and having the right to vote at the general meeting.</p> |



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| <p>61.2 In the exercise of (but without prejudice to the generality of) the powers conferred on the Board by Article 61.1, the Board may from time to time provide for examinations to be held for the purposes of Article 10.1.1(a) and for Article 12 and may determine the criteria for the eligibility of candidates therefor.</p> | <p>61.2 In the exercise of (but without prejudice to the generality of) the powers conferred on the Board by Article 61.1, the Board may from time to time provide for examinations to be held for the purposes of Article 9.1.1(a) and for Article 11 and may determine the criteria for the eligibility of candidates therefor.</p> |
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- 5 That the numbered Article set out below be deleted and replaced with the proposed text as set out below to facilitate the issuing of warnings by the Regulation and Conduct Committee.

| Existing Article as per the Articles of Association approved by the EGM on 22 February 2021                                  | Proposed Revised Article   |
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| <p>67.2.3 the circumstances in which an admitted regulatory breach or default may be the subject of an order of sanction</p> | <p>67.2.3 the circumstances in which a regulatory breach or default may be the subject of an order of sanction</p> |

By Order of the Board

And that each of the above hereby be approved and that the changes effected by Special Resolutions, take effect on 29 April 2021.

**Michelle Thorp**

**Company Secretary**

**1 April 2021**

For and on behalf of The Insolvency Practitioners Association  
Working from Southwark, 32-40 Blackfriars Road, London, SE1 8PB

## Notes to the Notice of Annual General Meeting

### Appointment of proxies

- 1 As a member of the Association, you are entitled to appoint a proxy 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. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 2 A proxy does not need to be a member of the Association but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 3 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 using hard copy proxy form

- 4 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent by email to [membership@ipa.uk.com](mailto:membership@ipa.uk.com), rather than posted, due to the Secretariat exceptionally working from home; and
- received by the Association no later than 12 noon on 27 April 2021.

### Electronic appointment of proxies

- 5 As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by email to [membership@ipa.uk.com](mailto:membership@ipa.uk.com) giving your full name and membership number for authentication purposes. For an electronic proxy appointment to be valid, your appointment must be received by the Association no later than 12 noon on 27 April 2021.

### Changing proxy instructions

- 6 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) 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 an emailed proxy form and would like to change the instructions please email a revised proxy form, and notify [membership@ipa.uk.com](mailto:membership@ipa.uk.com) accordingly.



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 appointments**

7 In order to revoke a proxy instruction you will need to inform the Association using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Working from Southwark, 32-40 Blackfriars Road, London, SE1 8PB and notifying [membership@ipa.uk.com](mailto:membership@ipa.uk.com) by email. In the case of a member which 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.
- By sending an e-mail to [membership@ipa.uk.com](mailto:membership@ipa.uk.com) giving your full name and membership number for authentication purposes.

In either case, the revocation notice must be received by the Association no later than 12 noon on 27 April 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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

#### **Communication**

8 Except as provided above, members who have general queries about the Meeting should email queries to [membership@ipa.uk.com](mailto:membership@ipa.uk.com).