

**Notice of Extraordinary General Meeting of the National Operatic and Dramatic Association
("the Association") (Registered Charity No 254640)**

Take Notice that an Extraordinary General Meeting of the Association will take place on Saturday 1st April 2017 at 2.00pm at the Albany Theatre, 53 Butts Road, Coventry , CV1 3BH to consider and if thought fit pass the following resolutions:

- 1 That the Association be dissolved with effect from a date to be determined by the Association's Council but no earlier than 23 September 2017.¹
- 2 That in contemplation of the Association's dissolution:
 - 2.1 all assets of the Association, including property, fixtures, fittings, equipment, investments, cash at bank and in hand, debtors and prepayments be transferred on or before 30 April 2017 to National Operatic & Dramatic Association (Charitable Incorporated Organisation) ("NODA-CIO");
 - 2.2 for that purpose Council are hereby authorised, by any two of their number, to enter into an appropriate vesting declaration² or execute any other or additional documents required to effect the said transfer;
 - 2.3 in so far as practicable all debts and liabilities of the Association shall be satisfied by 30 April 2017 it being noted that NODA-CIO has agreed to indemnify and hold harmless the Association and members of Council against all and any claims from creditors or other future claims of any nature which may be brought against the Association;
 - 2.4 the Association's accounting period which would otherwise have ended on 31 December 2016 be extended to 30 April 2017 and a single final set of accounts for the Association be prepared for the period 1 January 2016 to 30 April 2017.

John W. Barnes
Acting Chairman of
National Operatic & Dramatic Association
11th March 2017

¹ Note: Under Rule 59 of the Association's Rules this resolution requires to be passed by a two-thirds majority of those voting.

² Certain funds held in trust for specific purposes, so a vesting declaration is required in order that the CIO confirms the funds are received and will be held subject to the same trusts.

National Operatic and Dramatic Association

15 The Metro Centre, Peterborough PE2 7UH

Tel 01733 374 790 **Fax** 01733 237 286 **Email** info@noda.org.uk **Web** www.noda.org.uk

Twitter @NODAtweets **Facebook** NationalOperaticDramaticAssociation

Registered charity number 254640 Registered company number 241572 Registered in England and Wales at the above address.

Patrons: The Lord Lloyd Webber and Connie Fisher

NODA EXTRAORDINARY GENERAL MEETING

Saturday 1st April at 2.00pm at The Albany Theatre, 53 Butts, Coventry CV1 3BH

If you are unable to attend the EGM but would like to use your proxy vote, please complete this card and return in the post (stamp required) by 27th March 2017

Proxy Voting Form See notes

(1) I/We.....

(2) Of.....

Being a member of the National Operatic and Dramatic Association and (3) entitled to.....votes, hereby appoint..... or the Chairman of the meeting, to vote for me on my behalf at the Extraordinary General Meeting of the Association to be held on 1st day of April 2017 and every adjournment thereof as instructed below:

		FOR	AGAINST
1	That the Association be dissolved with effect from a date to be determined by the Association's Council but no earlier than 23 September 2017. ¹	<input type="checkbox"/>	<input type="checkbox"/>
2	That in contemplation of the Association's dissolution:		
2.1	all assets of the Association, including property, fixtures, fittings, equipment, investments, cash at bank and in hand, debtors and prepayments be transferred on or before 30 April 2017 to National Operatic & Dramatic Association (Charitable Incorporated Organisation) ("NODA-CIO");	<input type="checkbox"/>	<input type="checkbox"/>
2.2	for that purpose Council are hereby authorised, by any two of their number, to enter into an appropriate vesting declaration ¹ or execute any other or additional documents required to effect the said transfer;	<input type="checkbox"/>	<input type="checkbox"/>
2.3	in so far as practicable all debts and liabilities of the Association shall be satisfied by 30 April 2017 it being noted that NODA-CIO has agreed to indemnify and hold harmless the Association and members of Council against all and any claims from creditors or other future claims of any nature which may be brought against the Association;	<input type="checkbox"/>	<input type="checkbox"/>
2.4	the Association's accounting period which would otherwise have ended on 31 December 2016 be extended to 30 April 2017 and a single final set of accounts for the Association be prepared for the period 1 January 2016 to 30 April 2017.	<input type="checkbox"/>	<input type="checkbox"/>

As witness my hand this.....day of.....2017

Signed..... Position held in Society.....

Notes

- (1) This form, if used by a Society, should be completed and signed by an Officer (giving his/her designation) holding sufficient authorisation from a Society under the Association's bye-laws.
- (2) If a Society uses this form, its full name should be entered at (2) above. If an Individual Member uses this form, his/her address should be entered at (2)
- (3) Under Rule 14, an Individual Member or Life Member has one vote and representative of a Society has five votes. The President, Vice-President and every Councillor, Regional Representative and Area Officer shall have one vote in addition to any vote to which he/she may be entitled as an Individual Member or representative of a Society.
- (4) Completed proxy forms must be returned to The Chairman, NODA, 15 The Metro Centre, Peterborough, PE2 7UH by 27 March 2017



Be inspired by amateur theatre

National Operatic and Dramatic Association CIO

To all Member Societies , Life, Honorary, Individual and Joint Individual Members,

In accordance with the proposals being made by Council to transfer all assets of National Operatic and Dramatic Association (The Association) to a new Charity called National Operatic and Dramatic Association CIO (CIO) and subject to the "Association" approving the transfer at its Extra ordinary meeting on 1st April 2017 You are being offered membership of the new organisation from 1 May 2017 until the renewal of subscriptions at the end of 2017 with the same rights and privileges and on the same terms and conditions as applying to your current membership of "The Association".

You do not have to take any further action to effect this transfer, however, if you do not wish to transfer you are to write to The Chairman of Trustees, NODA, 15 The Metro Centre, Peterborough PE2 7UH.

On behalf of National Operatic and Dramatic Association CIO

John W Barnes

Interim Chairman

11 March 2017

National Operatic and Dramatic Association

15 The Metro Centre, Peterborough PE2 7UH

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