

Special notice of Resolution to remove director

By Email

The Directors

IPSE – The Association of Independent Professionals and Self-Employed

Heron House,

10 Dean Farrar Street,

London

SW1H 0DX

Dear Matthew Searle

Special notice of resolution to remove director from The Association of Independent Professionals and the Self-Employed Ltd (“IPSE”).

We the undersigned, give notice pursuant to sections 168 and 312 of the Companies Act 2006 and to Articles 5.3, 5.4 and 15.4 of the IPSE Articles of Association of our intention to propose the following resolution as an ordinary resolution at the next Annual General Meeting of IPSE on 26th January 2019 (the “**AGM**”):

That Ms Caroline Morgan be removed from office as director of IPSE with immediate effect.

The reason for submitting this special notice is that we consider that the IPSE Board, under the stewardship of Ms Morgan has set an incorrect strategic direction that is out of alignment with the stated aims of IPSE. Further details will be provided as required, however, in summary only and amongst others, our concerns are that there has been a:

- **Failure to consult with the Consultative Council** (the “**CC**”) as required by IPSE’s Articles of Association and the IPSE Rules dated 12th November 2016 (the “**Rules**”), on the matter of the proposed changes to the Articles at the AGM;
- **Failure to act for the benefit of the members** by (1) seeking to remove members’ oversight of the Board via the CC, and (2) the removal of an automatic right of members to be included on a ballot for election to the Board, which would in future be subject (under the current proposals) to endorsement by a committee of the Board (the “**Nominations Committee**”);
- **Failure to exercise reasonable care, skill and diligence** in asserting that the current Articles of Association of IPSE are in conflict with the Companies Act 2006 and taking advice on matters of law from a legally unqualified person, and not seeking to corroborate it.

Under the circumstances we would be happy for this resolution to be considered either as a substantive agenda item prior to the normal resolutions to be agreed at the AGM, or prior to this date should you wish to call an Extraordinary General Meeting (“**EGM**”) in accordance with the timelines set out in the IPSE Articles. We will provide a short (less than 1,000 word) document to be sent to the membership setting out our position once the EGM/AGM agenda is finalised and ready for distribution.

We also request that under Section 116 of the Companies Act 2006 you provide, within five days, an electronic copy of the current Register of Members of IPSE and, if held separately, the Index of Members. This information is requested for the purpose of contacting and informing the IPSE membership as to the reasons and rationale behind this Special Notice of Resolution and the associated EGM.

This request is being made under the authorisation of the following members:

Name	Membership Number	Current Address
Toby Anscombe	066128	[REDACTED]
Louise Allen	033327	[REDACTED]
Rajiv Dhir	030312	[REDACTED]
Andrew Watt	023200	[REDACTED]
Andrew Tarbert	020889	[REDACTED]
Marc Roberts	031423	[REDACTED]

We note that there is no intent for any other individual or organisation to have reason or cause to access said Register or Members.

This information should contain, at a minimum, the members':

- Name
- Last known address for mailing purposes
- Last known email address used
- Date of joining IPSE

Finally, we would like to emphasise that this decision has not been made lightly and we have sought at every turn alternative resolutions to mitigate our concerns.

Yours faithfully

Signatories

Name	(virtual) signature
Allen, Louise	Email received
Anscombe, Toby	Email received
Daines, Andrew	Email received
Dhir, Rajiv	Email received
Gupta, Vishal	Email received
Matthews, Chris	Email received
McCartney, Simon	Email received
Raphael, Barry	Email received
Roberts, Marc	Email received
Strain, Steve	Email received
Tarbert, Andrew	Email received
Thomas, Sue	Email received
Watt, Andrew	Email received
White, Michael	Email received
Williams, Gareth	Email received