

CONCERN WADEBRIDGE

Registered Charity No: 1160700

Company Reg. No: 9146985

The John Betjeman Centre, Southern Way, Wadebridge PL27 7BX

Tel: 01208 812 392

www.concernwadebridge.org.uk email: secretary@concernwadebridge.org.uk

IMPORTANT NOTICE OF PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF CONCERN WADEBRIDGE

Dear Member,

We have carried out a review of the Memorandum and Articles of Association.

There is a large increase in our membership and recognise that this could cause problems, particularly at the Annual General Meeting, where we are liable to struggle to reach our quorum (currently set at 30% of membership). This could jeopardize our decision making. Realising that this needed addressing, we took the opportunity of looking at the whole document with a view to making the content more relevant.

We have identified four significant items as proposed amendments (please see attached for more detail)

- Article 2 – member`s liability reduced to £1 (currently £10)
- Article 8.2b – include delegated authority to the manager to approve membership
- Article 8.2c – to itemise the membership fee as determined by the directors (currently, a specific amount is listed)
- Article 13.2 – recommendation to set a more realistic quorum level of 20 members (currently set at 30% of total membership)

There are also numerous proposed amendments of a typographical nature.

We are hoping to deal with this by Written Resolution. To achieve this we need all members to respond to these proposed changes; a high response guarantees a positive outcome.

Please find the attached proposals which require your attention. We would be most grateful if you could respond on the enclosed slip, advising your agreement. Please sign where indicated.

Responses are to be returned **by 12 noon on Thursday, 29th August 2019**
using any of the following methods:-

- Email to secretary@concernwadebridge.org.uk
- Post to The Secretary, Concern Wadebridge, The John Betjeman Centre, Southern Way, Wadebridge PL27 7BX
- A postbox will be available in the reception area of the Betjeman Centre should you prefer to hand deliver your responses

We look forward to receiving your response. Do not hesitate to contact the Secretary, should you have a query.

Yours Faithfully,

Helen

Helen Hyland (Trustee & Company Secretary)

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PROPOSED AMENDMENTS

TO MEMORANDUM & ARTICLES OF ASSOCIATION

a) To amend Article 2 - Liability of members

To insert “£1”, to read:

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for—

- (a) payment of the Charity’s debts and liabilities contracted before he, she or it ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

b) To amend Article 8.2b – Members

To insert “or by delegated authority to the manager”, to read:

8.2 Membership is open to other individuals or organisations who:

- (a) apply to the Charity in the form required by the Directors;
- (b)** are approved by the Directors, or by delegated authority to the manager; and
- (c) pay an annual subscription fee as determined by the Directors.

c)To amend Articles 8.2c – Members

To insert “as determined by the Directors”, to read:

8.2 Membership is open to other individuals or organisations who:

- (a) apply to the Charity in the form required by the Directors;
- (b) are approved by the Directors, or by delegated authority to the manager; and
- (c) pay an annual subscription fee as determined by the Directors.

d)To amend Article 13.2 - Proceedings at general meetings

To insert “20 members”, to read:

13.2 A quorum is 20 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

The following are of a typographical nature.

e)To amend Article 4(f) - Powers

To insert “any “, to read:

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

f)To amend Article 4(i) - Powers

To insert “carrying“, to read:

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

(i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;

g)To amend Article 5.2 - Application of income and property

To insert “properly“, to read:

5.2 A director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

h)To amend Article 6.9(e) - Benefits and payments to charity directors and connected persons

To insert “ is“, to read:

6.9 (e)The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

i)To amend Article 7.1 - Directors` Interests

To insert “any“, to read:

7.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

j)To amend Articles 13.7 - Proceedings at general meetings

To delete “ 0 “, to read:

13.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors. If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting and if there is only one Director present and willing to act, he or she shall chair the meeting.

k)To amend Articles 13.7 - Proceedings at general meetings

To insert “ is”, to read:

13.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors. If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting and if there is only one Director present and willing to act, he or she shall chair the meeting.

l)To amend Articles 13.13 - Proceedings at general meetings, to read:

To insert “ is”, to read:

13.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

m)To amend Article 30.5 - Means of communication

To insert “an”, to read:

30.5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

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I confirm that I approve the proposed amendments to the Memorandum and Articles of Association of Concern Wadebridge, as presented.

Name.....

Address.....

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*Signature.....

*Date.....

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