

Special Resolution

Company Number: 02575206

WEDNESDAY



Company Name: National Association for Voluntary and Community Action

At the Annual General Meeting of the members of the above named company duly convened and held at:

The Imperial Hotel

Blackpool

On the 17 September 2009

The following Special Resolution was duly passed:

That the wording of the Articles of Association and the Standing Orders for the conduct of business be amended as follows:

Delete articles 42 to 47:

42. The Board shall comprise the Chair, two Vice Chairs, a Treasurer and nine elected members.
43. The Secretary shall each year invite each member of the Association:
 - a) to nominate persons for election as Honorary Officers;
 - b) to nominate persons for election as elected members of the Trustee Board;
 - c) These nominations to be notified to the Secretary by the nominated representative not later than 30 April each year;
 - d) Each member is required to set its own procedure for deciding on the nomination of persons for election and for notifying nominations to the Association.
44. a) The Secretary shall not later than 28 days before the Annual General Meeting send to each member LIO a ballot paper and other papers showing:
 - i) the name of each person nominated for election to each of the Honorary Officers' posts;
 - ii) the name of each person nominated for election as an elected member of the Trustee Board;

- iii) short biographical details of each person so nominated and, if she/he wishes, a short statement;
 - iv) the number of vacancies to be filled by election.
 - b) The nominated representative of each member shall indicate on the ballot paper its votes and shall return the ballot paper to the Secretary so as to arrive not less than ten days before the Annual General Meeting.
 - c) The elections shall be conducted using the Single Transferable Vote system.
 - d) Member LIO shall be encouraged to use their votes to ensure that the membership of the Board reflects the diversity of the Association's membership.
 - e) The result of the elections of Honorary Officers and of elected members of the Trustee Board shall be announced before, at or as soon as possible after the conclusion of the Annual General Meeting.
- 45.
- a) The Chair and two Vice Chairs shall be elected to hold office for a three-year term until the completion of the Annual General Meeting at the end of the term. One shall retire each year having completed a three-year term.
 - b) The Treasurer shall be elected to hold office for a three-year term until the completion of the Annual General Meeting at the end of the term.
 - c) The Honorary Officers shall be eligible for re-election provided that they shall hold office for no more than six consecutive years. On the expiration of such period one further year must elapse before any Honorary Officer shall be eligible for re-election.
 - d) The elected members shall be elected to hold office for a three-year term until the completion of the Annual General Meeting at the end of the term. One third shall retire each year and shall be eligible for re-election.
 - e) The elected members of the Trustee Board shall be eligible for re-election provided that they shall hold office for no more than six consecutive years. On the expiration of such period one further year must elapse before any elected members shall be eligible for re-election.
 - f) Continuous service as an Honorary Officer and elected member shall be limited to a maximum of 12 years.
46. In the event of a casual vacancy arising for an Honorary Officer or an elected member of the Trustee Board and it being possible to hold a by-election at the same time and under the same conditions as the normal election, a by-election shall be held for the remainder of the normal term of office. If the casual vacancy is for an elected member of the Trustee Board, the by-election shall be part of the normal election of members of the Trustee Board, the casual vacancy being filled by the person last elected. If the casual vacancy is an Honorary Officer, nominations shall be sought and a ballot held

specifically for that post. The Trustee Board may appoint a person to fill the casual vacancy for the remainder of the normal term of office or until the results of the by-election are announced, whichever is the sooner.

47. The Board may co-opt a maximum of two co-opted members provided that the number of co-opted members shall not exceed one-fourth of the total number of elected members serving on the Board at any one time. Co-opted members shall serve until the completion of the next Annual General Meeting and shall be eligible for co-option for no more than three consecutive periods, following which one full year must elapse before being eligible for co-option again.

And replace with:

42. The Board shall comprise a maximum of 13 trustees made up of: the Chair elected by members of the Association, a maximum of nine trustees elected by members of the Association, and a maximum of three trustees appointed by the Board.
- a) The Chair shall be elected to hold office for a three-year term until the completion of the Annual General Meeting at the end of the term. The Chair shall be eligible for re-election provided that she/he shall hold office for no more than six consecutive years as Chair. On the expiration of such period one further year must elapse before she/he is eligible for re-election as Chair.
 - b) The elected trustees shall be elected to hold office for a three-year term until the completion of the Annual General Meeting at the end of the term. One third shall retire each year and shall be eligible for re-election provided that they shall hold office for no more than six consecutive years as a trustee. On the expiration of such period one further year must elapse before an elected trustee is eligible for re-election as a trustee.
 - c) The Board may at any time appoint a maximum of three trustees for a three-year term in order to ensure it has an appropriate range of skills and experience. All shall be eligible for appointment again provided that they shall hold office for no more than six consecutive years as an appointed or elected trustee. On the expiration of such period one further year must elapse before an appointed trustee is eligible for appointment again as an appointed or elected trustee
 - d) Continuous service as a trustee and a Chair shall be limited to a maximum of 12 years. On the expiration of such period one further year must elapse before a trustee is eligible for election or appointment.
43. The Board shall appoint from within its membership two Vice Chairs and a Treasurer who shall serve until the completion of the next Annual General Meeting and who, provided that they continue to be an elected or appointed trustee, shall be eligible for re-appointment.
44. The Board may remove a person from the office of Vice Chair or Treasurer if, acting reasonably and properly, the Board consider that it is in the best interests of the Association. A resolution to remove a Vice Chair or Treasurer from office may only be

passed if she/he has been given at least twenty-one days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed; and she/he has been allowed to make representations to the meeting. The decision of the Board made at that meeting shall be final.

45. The Secretary shall not later than 1 March each year invite each member of the Association to nominate persons for election as Chair (if a vacancy will exist at the forthcoming Annual General Meeting) and as elected trustees. Each member of the Association shall set its own procedure for deciding on the nomination of persons for election and for notifying nominations to the Secretary not later than 30 April each year.
46. The Secretary shall not later than 28 days before the Annual General Meeting send to each member of the Association a ballot paper and other papers showing:
 - i) the name of each person nominated for election and the position (Trustee or Chair) for which they have been nominated
 - ii) short biographical details of each person so nominated and a short statement detailing the relevant skills and experience they can bring to the Board;
 - iii) the number of vacancies to be filled by election.

The nominated representative of each member of the Association shall indicate on the ballot paper its votes and shall return the ballot paper to the Secretary so as to arrive not less than ten days before the Annual General Meeting.

The elections shall be conducted using the Single Transferable Vote system. Members of the Association shall be encouraged to use their votes to ensure that the membership of the Board reflects the diversity of the Association's membership.

The result of the elections shall be announced before, at or as soon as possible after the conclusion of the Annual General Meeting.

47. In the event of a casual vacancy arising for an elected trustee before the start of their final year of office, the number of trustees to be elected at the subsequent Annual General Meeting shall be increased by one with the casual vacancy being filled for the remainder of the normal term of office by the person who is last elected in the ballot. The Board may appoint a person to fill the casual vacancy for the remainder of the normal term of office or until completion of the Annual General Meeting at which the results of the election are announced, whichever is the sooner.

In the event of a casual vacancy arising for the Chair and it being possible to hold an election at the same time and under the same conditions as the normal annual elections, an election shall be held for the normal three-year term of office. The Board may appoint from within its membership a person to fill the casual vacancy until the completion of the Annual General Meeting at which the results of the election are announced.

Amend article 52 by deleting:

The quorum necessary for the transaction of business shall be determined by the Board but shall never be less than one third of its members.

And replace with:

The quorum necessary for the transaction of business by the Board shall be five members.

Amend article 23c by deleting:

the election of the Board and of the Chair and the Office Bearers;

And replace with:

the election of the elected members of the Board and the Chair;


Amend standing order 2e by deleting:

the announcement of the result of the ballot for officers and membership of the Trustee Board;

And replace with:

the announcement of the result of the ballots for the elected members of the Board and the Chair;

Signature: _____



Company Secretary

Special Resolution

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Community Action**

**At the Annual General Meeting of the members of the above named
company duly convened and held at:**

The Imperial Hotel

Blackpool

On the 17 September 2009

The following Special Resolution was duly passed:

That the wording of the Articles of Association for the conduct of business be amended as follows:

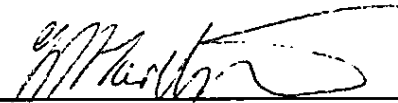
Amend article 55 by deleting:

The Chair and the Honorary Officers shall be ex-officio members of any such sub-committees.

And replace with:

The Chair shall be an ex-officio member of any such sub-committees.

Signature: _____



Company Secretary

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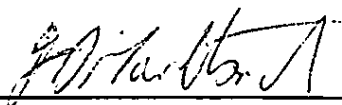
On the 17 September 2009

The following Special Resolution was duly passed:

That the wording of the Articles of Association for the conduct of business be amended as follows:

Add new article 47a:

Transitional arrangements: A Vice Chair or Treasurer directly elected by members of the Association whose term of office would otherwise have continued beyond the completion of the Annual General Meeting in 2009 shall continue in office until the end of her/his normal three-year term and during this time the maximum size of the Board shall be increased appropriately and the power of the Board to appoint Vice Chairs and a Treasurer shall be limited to that necessary to achieve a maximum of two Vice Chairs and one Treasurer.

Signature: _____

Company Secretary