

COMPANIES ACT 2006

SPECIAL RESOLUTION

Company number: 02764183

WEDNESDAY



A11

\*ABFWR4FM\*

02/11/2022

COMPANIES HOUSE

#375

Company name: The Ecumenical Council for Corporate Responsibility (ECCR)

At a general meeting of the above company, duly convened and held by Zoom

On the 10<sup>th</sup> day of December 2020, the following special resolution was agreed and passed by the members:

- That the following deletions to the company's Articles of Association shall be enacted:
  - **21.1** *A meeting may be adjourned to another day, time and place as the Board may decide. Articles 23.2 and 23.3 shall apply to such an adjourned meeting.*
  - **33.4** *At each annual general meeting of the Charity one half of the elected Trustees for the time being or if their number is not a multiple of two, then the next greatest whole number, shall retire from office. For the avoidance of doubt, co-opted Trustees and any Trustee who is being elected for the first time shall not count towards the calculation of one half.*
  - **33.5** *The Trustees to retire in every year shall be those who have been longest in office since their last election by the Trustees, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.*
  - **33.7** *For the purposes of this Article a "year" shall mean a complete period of service between two annual general meetings. Notwithstanding Articles 33 and 34, where the Charity does not hold an annual general meeting in any year the retirement shall take place at the end of the first Board meeting in the following year.*
  - **38.4** *Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.*
  - **52. Inspection of Books**
    - **52.1** *The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.*
  - **55.1.3** *if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or*
  - **55.1.5** *in accordance with the provisions for communication by website set out below.*

- **55.4** *Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.*
  - **57.1.3** *all Trustees;*
- That the following amendments to company's Articles of Association shall be enacted:

**19. Notice of General Meetings shall read:**

**19.1** *An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing in accordance with Article 55, These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles 15 to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90% of the members entitled to attend and vote at it.*

**19.2 Participation in General Meetings by electronic means**

**19.2.1** *A general meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.*

**19.2.2** *Any member participating at a general meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.*

**19.2.3** *Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.*

**21. Adjournment if no Quorum shall read:**

**21.1** *If a meeting where there is no quorum present is adjourned, and if when resumed there is still no quorum, the members present will be a quorum.*

**23. Adjournment of the Meeting shall read:**

*23.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.*

*23.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.*

*23.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it, except to inform all members of the new date, time and place of the reconvened meeting.*

**24. Voting on Resolutions shall read:**

*24.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chair of the meeting or a member who is present save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment. Members may vote by proxy.*

*24.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.*

*24.3 Ordinary resolutions at a general meeting, in the absence of a consensus amongst members present, shall be agreed if more than 50% of those voting agree to the resolution. For Special Resolutions this shall be at least 75%.*

**33. The Make-up of the Board shall read:**

*33.1 The Board consists of:*

*33.1.1 not fewer than five and no more than twelve persons elected by the Trustees; and*

*33.1.2 not more than two additional individuals co-opted at any time by the Board in accordance with Article 34.2.*

*33.2 Each appointment shall be made by the Board by majority vote in accordance with article 38.3.*

*33.3 No person under the age of 16 may be appointed as a Trustee.*

*33.4 The term of office of an elected Trustee shall be three years from the date of appointment.*

**33.5** *A retiring Trustee shall be eligible for re-election up to a maximum of two terms, any re-election to take place at the Board meeting preceding the third anniversary of election with the term of office extended until the sixth anniversary of the original election. In exceptional circumstances this may be extended to a third term of 3 years, if it be deemed in the best interests of the Charity. Such exceptional circumstances include, but are not confined to, maintaining diversity of background and outlook within the board; retaining particular knowledge or skills not otherwise provided by other trustees.*

**33.6** *After serving two terms (or in exceptional circumstances 3 terms) a person is eligible for re-appointment after an interval of at least one year.*

**33.7** *The Board shall regularly review the skills, experience and diversity of background of its members, including ecumenical representation, to find imbalances and gaps, informing trustee recruitment and training.*

**34. Filling vacancies in the Board, Co-option and Observers shall read:**

**34.1** *The Board can elect any qualified person as a Trustee to fill a vacancy in the membership of the Board at any of its meetings. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 33.1.*

**34.2** *The Board may also co-opt up to two additional persons onto the Board as a trustee at any time in excess of the maximum number of Trustees set out in Article 33.1, who shall hold office for one year unless they cease to be a Trustee prior to that by virtue of Article 36 or 37. The reasons for such co-option include, but are not confined to; to allow the election of a successor to a trustee whose retirement is imminent before the date of that trustee's retirement, should there be no vacancies; or to co-opt, on a short term basis, a person whose skills are particularly useful for the Board for that year.*

**34.3** *A co-opted trustee may be co-opted for a further year, should no regular vacancy occur during their first year of office, and may then be elected and be eligible to serve the equivalent of a full term (or two terms), from the date of their first co-option, once appointed as a trustee, after which Article 33.6 applies.*

**34.4** *The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.*

**34.5** *The Board may invite persons to attend Board meetings or General Meetings who are not trustees, as Observers. Such persons may represent a particular stakeholder or interest group, be a member of a sub-committee, or have a contribution to a particular item for discussion. Observers may contribute to discussion but may not vote on any question or resolution. Their invitation may be to one or more meetings, but they may also be excluded from any part of a meeting as determined by the Board.*

**34.6** *All new trustees, appointed or co-opted, and regular observers, will be invited to undertake an induction to the Charity. This will include an induction pack containing information about the Charity, its history, constitution, copies of the latest accounts and*

*annual report, as well as details of the responsibilities of trustees. The Board may appoint one of its members to act as a mentor to the newcomer.*

**36. Ending of Board Membership shall read:**

**36.1 A Trustee ceases to hold office if they:-**

*becomes bankrupt or makes any arrangement or composition with their creditors 20 generally; or*

*36.1.1 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any standing orders made under it) or the Charities Act 1993; or*

*36.1.2 is considered by the Board to have become incapable whether mentally or physically of managing their own affairs and a majority of the other Trustees resolve that they must cease to hold office; or*

*36.1.3 resigns the office by notice in writing to the Board but only if at least three Trustees will remain in office when the resignation takes effect; or*

*36.1.4 is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or*

*36.1.5 breaches their duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove them by a resolution by 75% of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or*

*36.1.6 is removed from office under Article 37; or*

*36.1.7 is removed from office by a resolution of at least 75% of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting.*

*36.1.8 reaches the end of their period as a trustee as set out in Article 33.5.*

**38. Meetings of the Board shall read:**

**38.1** *The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.*

**38.2** *A Board meeting must be called by giving at least 6 Clear Days' notice in writing in accordance with Article 55. These notices must specify the place, date, time and the general nature of any business.*

**38.3** Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

**38.4** The Charity, if requested by the Chair or any three Trustees, must summon a meeting of the Board.

**38.5** Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

**38.5.1** Any trustee participating at a Board meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

**38.5.2** Board meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

**44. Delegation by the Board shall read:**

**44.1** The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Board imposes on it as set out in that committee's Terms of Reference. All such Terms of Reference will be included within the Charity's Standing Orders.

**44.2** The Board shall review annually the Terms of Reference of each committee and its membership, with consideration given to refreshing the membership as appropriate.

**44.3** The Board may co-opt any person or people who are not Trustees to serve on the committee, but any such committee must have at least one Trustee on it at all times.

**44.4** All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

**53. Appointment of Reporting Accountants or Auditors shall read:**

**53.1** The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

**53.2** Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

**54. Execution of documents shall read:**

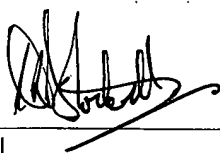
*54.1 The Charity shall execute documents either by signature or by affixing its seal (if it has one)*

*54.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.*

*54.3 If the CIO has a seal:*

*54.3.1 it must comply with the provisions of the General Regulations; and the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and, unless otherwise so determined, it shall be signed by two charity trustees.*

- That the following definitions will be provided to the Meaning of Words (article 1.2):
  - **Meeting**
    - **General Meeting:** *A meeting of the members, to which others must also be invited (see Article 57) and where all Special Resolutions (Article 7) must be resolved.*
    - **Annual General Meeting:** *A general meeting that is designated as an Annual meeting (Article 17)*
    - **Board Meeting:** *A meeting of the Board of Trustees.*
  - **Member:** *Any Trustee of The Charity, duly appointed in accordance with these Articles who becomes a member by dint of that appointment (Article 14)*
  - **Observer:** *Someone who is not a trustee or member who may be invited to General and Board Meetings (Article 34.5);*
  - **Poll:** *The process of deciding a question or resolution by any agreed means as allowed by these Articles, by qualified persons casting their vote.*
  - **Vote, voting:** *The indication, by any agreed means, of a formal choice expressed by a qualified person*
- That the company's Articles of Association would be amended so as to adopt gender-neutral pronouns throughout.
- That the Articles of Association shall be altered so as to take the form of the articles of association provided with this resolution, which are in substitution for, and to the exclusion of, any Articles of Association of the company previously registered with the Registrar of Companies.



C Stockwell  
Chairman

10<sup>th</sup> December 2020

Date