

**Kadampa Meditation Centre Wales**

Company number 02869366 and Charity number 1039234

**SPECIAL RESOLUTION**

On 10/12/2020

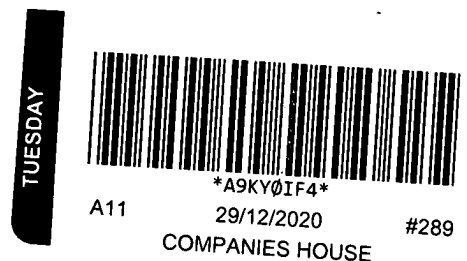
the resolution attached and signed by me for identification was passed as a written special resolution of the Company:

*Kadampa Meditation Centre Wales*

[Secretary / Director] *I am*

Date 11/12/2020

*Kavanagh* IAN KAVANAGH



Signed for identification

**Kadampa Meditation Centre Wales  
(the "Charity")**

Springfield House, Ffynone Road, Uplands, Swansea SA1 6DE

Company number 02869366 and Charity number 1039234

**Vote of Members by written resolution**

**Special Resolution**

THAT the Articles of Association of the Charity shall be amended in accordance with the provisions of **Schedule A** below.



IAN KAVANAGH

Company Secretary

11/12/2020

## **Schedule A. Amendments to the Articles of Association**

Note: The amendments in each section are in red text

### **Register of Members**

#### **Existing**

07. The Charity must keep a register containing the name and postal and/or e-mail address and date of election of each Local Member, and the date of termination of any Subscriber or Local membership. The register shall be kept at the office of the Charity and shall be available for inspection by any Director or Member during normal office hours.

#### **New**

07. The Charity must keep a register of members containing the name and address of each Member, the date on which each person was registered as a Member, and the date at which any person ceased to be a Member. The register shall be kept at the office of the Charity and shall be available for inspection during normal office hours.

### **Notice of general meetings**

#### **Existing**

16. A general meeting may be called by shorter notice if this is agreed:

- in the case of an AGM, by all Members; or
- in the case of an EGM, by 95% of all Members.

#### **New**

16. A general meeting may be called by shorter notice if this is agreed by not less than 95% of all Members.

### **Resolutions in writing**

#### **Existing**

28. A resolution in writing signed by every Member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several documents containing the text of the resolution in the same words, each signed by one or more Members.

#### **New**

28. A written resolution of the Members proposed and passed in accordance with the Companies Act 2006 shall be effective.

### **Voting majorities**

#### **Existing**

31. If a resolution is proposed which if passed would result in any amendment whatsoever to the Memorandum or the Articles or would result in the dissolution of the Charity, then this resolution shall be considered only if it has received the prior written agreement of all Members.

#### **New**

31. If, in a general meeting, a resolution is proposed, which if passed, would result in any amendment whatsoever to the Memorandum or the Articles or would result in the dissolution of the Charity, then this resolution shall be considered only if it has received the prior written agreement of all Members.

## **Directors**

### **Existing**

36. The business of the Charity shall be governed by the Directors. The number of Directors shall be a maximum of four and a minimum of three persons, all of whom must be Members (and normally Local Members).

37. Neither the Spiritual Director nor the Administrative Director nor the Resident Teacher of the Charity may be a Director. No person may be appointed as a Director if he would be disqualified from acting by the provisions of Article 48.

### **New**

36. The business of the Charity shall be governed by the Directors. The number of Directors shall be three. Two of the Directors must be Members (and normally Local Members), and shall be elected by the Members of the Charity. The third Director shall be an *ex officio* Director and must be the duly-appointed Administrative Director of a major NKT-IKBU Kadampa Meditation Centre in the United Kingdom.

37. Neither the Spiritual Director nor the Administrative Director nor the Resident Teacher nor any officer of the Charity may be a Director. No person may be appointed as a Director if he would be disqualified from acting by the provisions of Article 48.

## **Appointment and retirement of Directors**

### **Existing**

41. At each AGM, one of the Directors then in office must retire from office by rotation. Directors shall be elected by AGM as required by these Articles. Each elected Director shall serve for a term not exceeding four years.

42. At any AGM, the Director to retire by rotation shall be the one who has been longest in office since his last appointment. If any Directors were last appointed on the same day, the Director to retire shall be determined by lot (unless otherwise agreed between themselves).

43. Every retiring Director shall be eligible for re-election. If a Director is required to retire at an AGM by a provision of the Articles the retirement shall take effect at the end of the meeting.

44. Every candidate for election as a Director must be a Member; must have read, understood entirely and accepted the Internal Rules; and must be nominated by two other Members. No Member shall take part in the nomination of more than one candidate. Nominations must be made in writing, and must:

- state the details that the Charity would have to file at Companies House if the candidate were appointed as a Director; and
- be signed by the Members making the nomination; and
- be signed by the candidate, to show his willingness to serve.

Nominations must be given to the secretary at least fourteen days before the date of the AGM.

45. If the number of nominations exceeds the number of vacancies, a list of the candidates with the names of their nominators must be sent by the secretary to each Member not less than seven days before the date of the AGM. This list must state the details of each candidate that the Charity would have to file at Companies House if the candidate were appointed as a Director.

46. The election shall be determined at the AGM by a poll conducted in the way that the chairperson of the meeting directs.

47. If there are fewer candidates than vacancies, then the vacancies may be filled through appointment by the Directors of willing Members. Members so appointed shall be deemed for all purposes to have been elected by the Charity in general meeting. Any such Director must retire at the next AGM, in addition to the Director who retires by rotation.

#### **New**

41. The two elected Directors shall be elected by AGM as required by these Articles. Each elected Director shall serve for a term not exceeding three years.

42. The *ex officio* Director shall be appointed by the other Directors or, in default thereof, by the Members. The term of office of the *ex officio* Director shall not be fixed but shall continue until he ceases to be the Administrative Director of a major NKT-IKBU Kadampa Meditation Centre in the United Kingdom, or sooner if he is disqualified or removed pursuant to Article 48.

43. Subject to Article 47, no retiring elected Director shall be eligible for re-election. If a Director is required to retire at an AGM by a provision of the Articles, the retirement shall take effect at the end of the meeting.

44. [Unchanged]

45. [Unchanged]

46. [Unchanged]

47. If there are fewer candidates than vacancies, then the vacancies may be filled through appointment by the continuing Director(s) of suitable willing Members. Members so appointed shall be deemed for all purposes to have been elected by the Charity in general meeting. Any such Director must retire at the next AGM, and shall be eligible for re-election for a term not exceeding three years, after which he or she shall not be eligible for re-election.

#### **Disqualification and removal of Directors**

##### **Existing**

48. A Director shall cease to hold office:

- if he ceases to be a Director by virtue of any provision in the Act; or is prohibited by law from being a director; or
- if he is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- if he ceases to be a Member; or
- if he becomes incapable of managing and administering his own affairs, by reason of mental disorder, illness or injury; or
- if he resigns as a Director by notice to the Charity; or

- if he is appointed as the Spiritual Director, Resident Teacher or Administrative Director of the Charity, or as any paid officer of the Charity.

49. Such casual vacancies may be filled through appointment by the Directors of willing Members. Any Director so appointed must retire at the time of the next AGM, in addition to the Director who retires by rotation.

#### **New**

48. A Director shall cease to hold office:

- if he ceases to be a Director by virtue of any provision in the Act; or is prohibited by law from being a director; or
- if he is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- in the case of an elected Director, if he ceases to be a Member; or
- if he becomes incapable of managing and administering his own affairs, by reason of mental disorder, illness or injury; or
- if he resigns as a Director by notice to the Charity; or
- if he is appointed as the Spiritual Director, Resident Teacher or Administrative Director of the Charity, or as any paid or unpaid officer of the Charity.

49. Such casual vacancies may be filled through appointment by the continuing Director(s) of suitable willing Members. Any such Director must retire at the next AGM, and shall be eligible for re-election for a term not exceeding three years, after which he or she shall not be eligible for re-election. Any *ex officio* Director who is disqualified or removed pursuant to Article 48 shall be replaced in accordance with Article 36.

#### **Proceedings of Directors**

##### **Existing**

51. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles. They must call a meeting of the Directors whenever required by the Chairperson or by any two Directors. A Director may not appoint anyone else to act on his behalf at meetings of the Directors.

52. The quorum for the transaction of the business of the Directors shall be three; provided that, if at any time their number is reduced below three, the continuing Director(s) may act only for the purpose of filling vacancies or of calling a general meeting. Each Director shall have one vote. Questions arising at a meeting must be decided by a two-thirds majority vote of the Directors present.

53. At the first meeting after the AGM in each year, the Directors shall appoint a Director to chair their meetings ("the Chairperson"); and they may at any time revoke such appointment.

54. If the Chairperson is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

##### **New**

51. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles. They must call a meeting of the Directors whenever required by the Chairperson or by any two Directors. A Director may not appoint anyone else to act on his behalf at meetings of the Directors. Directors participate in a Directors' meeting when they

can each communicate to the others any information or opinions they have on any item of the business of the meeting. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other, and for the avoidance of doubt any Director may participate by means of telephone, video conferencing, email, instant messaging or other technological device or application.

**52.** The quorum for the transaction of the business of the Directors shall be three, present in person or by telecommunications; provided that, if at any time their number is reduced below three, the continuing Director(s) may act only for the purpose of filling vacancies or of calling a general meeting. Each Director shall have one vote. Questions arising at a meeting must be decided by unanimous vote.

**53.** [Unchanged]

**54.** If the Chairperson is unwilling to preside, the Directors may appoint another Director to chair the meeting.