

Minutes of the Marsden Jazz Festival Limited SGM held on April 12 2006 at the Swan, Marsden, West Yorkshire at 7.45 pm

4301891

PRESENT:

A Burnett, J Quail, L Challenger, M Lucas, C Rollo, A Mason, G Carter,

APOLOGIES

1) BACKGROUND

John Quail set out the purpose for the meeting, summarising the position set out for members in the introduction to the resolutions previously distributed. Our aims as an organisation and our rules for how we carry on our business are set out in the Memorandum and Articles of Association of the festival. Copies are held at Companies House and by the Charity Commission. When we want to alter them we have to make a resolution in a Special General Meeting and send copies of the agreed resolutions and amended versions of the Memorandum and Articles to these bodies.

We have taken advantage of the recommendation from our new accountant that we alter the article automatically requiring us to have a full audit (very expensive and not required by law given our size) to make some other changes which cover some gaps or clarify arrangements. The resolutions set out below, in addition to the one concerning audit, are designed to:

- i) gender the memorandum and articles throughout rather than relying on the assertion that the masculine imply the feminine;
- ii) set out ways in which membership of the festival may cease including lengthy absence from meetings without apology and expulsion for conduct detrimental to the association – currently we have no way of ending membership;
- iii) formally enshrine the Festival Committee in the Articles

The wording of the resolutions is not sacred and a debate is there to be had if people want it. If any of the resolutions look as though they split rather than help the festival then they can be withdrawn and more discussion take place another time. I would ask that we adopt the audit resolution however.

2) RESOLUTION 1, Audit:

It was proposed by Kevin Dooher and seconded by Mike Lucas that Article 60 of the company's articles be amended to the following – 'The company's accounts will not need to be audited unless any member or members have requested an audit pursuant to section 249 B (2) of the Companies Act, 1985.'

The resolution was passed on a show of hands nem con.

3) RESOLUTION 2, Gender:

It was proposed by Ruth Carter and seconded by June Rock that the Memorandum and Articles be amended throughout to replace the word "Chairman" with "Chair"; the word "he" with "s/he"; the word "his" with the words "her/his"; the word "him" with the words "her/him".

The resolution was passed on a show of hands with one vote against.



4) RESOLUTION 3, Ending Membership:

An amendment to the proposed resolution was proposed by Mike Lucas and seconded by Alan Burnett that members shall cease to be members if they do not participate in or do not give apologies in advance to three consecutive meetings of the Festival Committee.

The amendment was passed on a show of hands with 9 in favour and 3 against.

It was then proposed by Mike Lucas and seconded by Alan Burnett that the following articles be added to the Articles of the company:

'5. A member shall cease to be a member if:

- a) they die; or
- b) they are expelled under Article 6; or
- c) they withdraw from the company giving written notice to the Secretary or Chair; or
- d) they do not participate in or do not give apologies in advance to, three consecutive meetings of the Festival Committee.

'6. A member may only be expelled by a special resolution at a special general meeting called by the Council. The Council must give the member at least 28 days notice in writing of the general meeting. The notice to the members must set out the particulars of the complaint of conduct detrimental to the company, and must request the member to attend the meeting to answer the complaint. At the general meeting called for this purpose the members shall consider the evidence presented by the Council and by the member (if any). The meeting may take place even if the member does not attend. If the resolution to expel the member is passed in accordance with this article, the shareholder shall immediately cease to be a member.'

The resolution was passed on a show of hands nem con.

5) RESOLUTION 4, the Festival Committee:

It was proposed by Kevin Dooher and seconded by Liz Challenger that the following be added to Article 52(a) after the words "consisting of such member or members of the Council" the words "and members of the association"; and after the words "superseded by any regulations made by the Council." the words "There shall be a Festival Committee which shall give detailed consideration to the organisation of the festival. All members of the Company are ipso facto members of the Festival Committee."

The resolution was passed on a show of hands nem con.

The meeting ended at 8.10 p.m.
