

546 7343

**THE COMPANIES ACT 1985
SPECIAL RESOLUTION
SWINDON DANCE
CHANGE OF ARTICLES OF ASSOCIATION**

At a General meeting of the members of the above named company, duly convened and held at Swindon Dance on 23 September 2013 at 5pm

The following Special Resolution was duly passed

That the Articles of Association of the Company be modified as follows:



Replacement of the current Articles of Association with the latest version of the Charities Commission Model Articles of Association for charitable companies (copy attached), to incorporate the following amendments

- a) Clause 17(2)(a) – quorum to be three Trustees (as opposed to four trustees in previous Articles of Association)
- b) Clause 28 – relating to the minimum number of Directors on the Board being three, with no maximum (as per the previous Articles of Association)
- c) The Trustees agreed to include the following optional clause included in the Model Articles

41(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

41(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants

- d) The Trustees agreed to remove the following optional clause included in the Model Articles

57A The charity may indemnify an auditor against any liability incurred by him or her or it

- (1) in defending proceedings (whether civil or criminal) in which judgement is given in his or her or its favour or he or she or it is acquitted, or
- (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

- e) Replacement of clauses (32) and (33) in the Model Articles related to Retirement of Directors with the clauses below

Retirement of Directors

32 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if

their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one director he or she must retire

33(1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

33(2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

33(3) If the Charity at the meeting at which a director retires by rotation does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the director is put to the meeting and lost

33(4) A director who has served for two consecutive terms in office or six continuous years (whichever shall be the longer) must take a break from office and may not be reappointed until at least one year after the commencement of his or her break from office. Any further re-appointment is limited to one further term of office of three years only with no further option of re-appointment

33(5) Notwithstanding the provisions of Article 33(4)

- (a) Any director who, at the date of the Swindon Dance General Meeting in 2013 had served on the board of the Charity for less than three years, shall be eligible to serve as a director for a further two terms or a total of six successive years (whichever shall be the longer), from the date of the Annual General Meeting in 2013. Any such director must then take a break from office and may not be reappointed until at least one year after the commencement of his or her break from office. Any further re-appointment is limited to one further term of office of three years only with no further option of re-appointment
- (b) Any director, who at the date of the Swindon Dance General Meeting in 2013 had been in office for more than two terms or six continuous years of office (whichever shall be the longer) shall be eligible to continue in office for a further term of three years from the date of the 2013 Annual General Meeting. After this term is completed, the director shall not be permitted to stand for re-election

DATED

SIGNED

[Insert designation of authorising officer, e.g. Chairman, Secretary, Director etc.]

Swindon Dance

CHANGE OF ARTICLES OF ASSOCIATION

Agreed Amendments

At the recent Board meeting dated 1 July 2013, Members agreed to adopt the Charities Commission's most recent Model Articles of Association, with the following amendments

- Clause 17(2)(a) – it was agreed to reduce the quorum from four to three Trustees
- Clause 28 – relating to the minimum number of Directors on the Board being three, with no maximum (as per the current Articles of Association)
- The Trustees agreed to include the following optional clause included in the Model Articles.
 - 41(5)** In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
 - 41(6)** A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
- The Trustees agreed to remove the following optional clause included in the Model Articles
 - 57A** The charity may indemnify an auditor against any liability incurred by him or her or it
 - (1) in defending proceedings (whether civil or criminal) in which judgement is given in his or her or its favour or he or she or it is acquitted, or
 - (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court

Proposed Amendments

It was agreed at the last Board meeting that amendments of clauses concerning the appropriate choice of Indemnity clause and Retirement of Directors, in particular to allow more time for succession planning for those Trustees who have been in office for more than six years, required further work and professional advice. This work has now taken place and the proposed clauses are detailed below for agreement by Members

Retirement of Directors

- 32** At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one director he or she must retire
- 33(1)** The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 33(2)** If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

- 33(3)** If the Charity at the meeting at which a director retires by rotation does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the director is put to the meeting and lost
- 33(4)** A director who has served for two consecutive terms in office or six continuous years (whichever shall be the longer) must take a break from office and may not be reappointed until at least one year after the commencement of his or her break from office Any further re-appointment is limited to one further term of office of three years only with no further option of re-appointment
- 33(5)** Notwithstanding the provisions of Article 33(4)
- (a) Any director who, at the date of the Swindon Dance General Meeting in 2013 had served on the board of the Charity for less than three years, shall be eligible to serve as a director for a further two terms or a total of six successive years (whichever shall be the longer), from the date of the Annual General Meeting in 2013 Any such director must then take a break from office and may not be reappointed until at least one year after the commencement of his or her break from office Any further re-appointment is limited to one further term of office of three years only with no further option of re-appointment
 - (b) Any director, who at the date of the Swindon Dance General Meeting in 2013 had been in office for more than two terms or six continuous years of office (whichever shall be the longer) shall be eligible to continue in office for a further term of three years from the date of the 2013 Annual General Meeting After this term is completed, the director shall not be permitted to stand for re-election

Indemnity

- 57(1)** The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- 57(2)** In this article a “relevant director” means any director or former director of the charity