

## **SPECIAL RESOLUTION of BRISTOL REFUGEE RIGHTS**

A Charitable Company Limited by Guarantee

Company number: 05669208

Registered charity number: 1126646

**Passed on 13<sup>th</sup> October 2022**

At an Annual General Meeting of the Company duly convened and held at Wellspring Settlement, 43 Ducie Road, Bristol, BS5 0RE on Thursday 13<sup>th</sup> October 2022 at 5.00pm, the following resolution was duly passed as a special resolution.

### **SPECIAL RESOLUTION**

That the following amendments be made to the constitution:

- That the constitution be amended to explicitly make provision for online and hybrid meetings (contained in paragraph 16: trustee meetings and 28: general meetings).

The amended sections are set out below.

Signed.....*Ken Macharia*.....

[Chair of the meeting]

#### **16. Participation in Trustees' meetings**

16.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

16.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**16.4 *Trustee meetings may take place online or "hybrid", where some trustees are meeting in the same place and others join online.***

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## **28. Annual general meetings**

28.1 The Charity must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

28.2 At an AGM, the Legal Members:

- a) Receive the accounts of the Charity for the previous financial year;
- b) Receive the Trustees' report on the Charity's activities since the previous AGM;
- c) Accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
- d) Elect Trustees to fill the vacancies arising;
- e) Appoint independent examiners for the Charity;
- f) May confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
- g) May discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

**28.3 *General meetings may take place online or "hybrid", where some Legal members are meeting in the same place and others join online, if deemed appropriate by the Trustees.***