



**Taking control of  
our food systems**

**THE COMPANIES ACT 2006  
WRITTEN RESOLUTION**

**- of -**

**The Landworkers' Alliance (the "Company")  
Company Number: 09386794**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**CHANGE OF ARTICLES OF ASSOCIATION**

At the Annual General Meeting of the Company, duly convened and held at Castle Head Field Studies Centre, Grange over Sands, Cumbria on 24<sup>th</sup> November 2019 the following resolution was duly passed as a special resolution with 100% of the vote in favour of the changes.

**SPECIAL RESOLUTION**

**THAT** the existing articles of association of the company be modified as follows:

**Article 17 add:**

(2) Directors are elected by and from the membership of the Co-operative

(3) At the first annual general meeting all Directors shall stand down. At every subsequent annual general meeting one-third of the Board of Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Director to retire shall be decided by lot. A retiring Director shall be eligible for re-election.

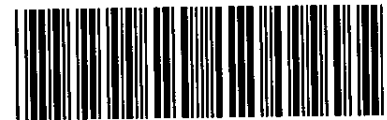
**Article 17 Amend clause (4) to read:**

(4) The Board of Directors shall endeavour to ensure that its composition reflects the number of members in each category, and to achieve an inclusive balance of race, ethnicity, gender, sexuality, age, ability, background, sector and region of the UK. This shall be reviewed by the Directors from time to time.

Article 17, numbering of subsequent clauses to be amended accordingly

**Article 23 add:**

THURSDAY



A32 \*A8K5Q3YH\* #210  
12/12/2019  
COMPANIES HOUSE

The Landworkers' Alliance

A union of farmers, growers, foresters and land-based workers

[www.landworkersalliance.org.uk](http://www.landworkersalliance.org.uk)

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(4) The Directors shall call the annual general meeting giving 14 clear days' notice to all Members. All other general meetings shall be convened with at least 14 clear days' notice but may be held at shorter notice if so agreed in Writing by a majority of Members together holding not less than 90% of the total voting rights of the Co-operative.

(5) All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions. The notice must also contain a statement setting out the right of each Member to appoint a proxy.

(6) The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any Person entitled to receive notice shall not invalidate proceedings at that meeting.

**Article 25, Amend clause (2) to read:**

(2) The quorum for general meetings may be fixed from time to time by a decision of the Alliance in general meeting, but it must never be less than 5% of the members or 40 members, whichever is greater. If at the time of a general meeting the Alliance has less than 40 members then the quorum shall be 75% of all members.

**Article 29, amend clause (2) to read:**

(2) In the event that it is impossible to achieve consensus, the meeting can move to a vote and any resolution is passed by a the majority as defined in law (and subject to any entrenchment provisions) for the type of resolution – 50% for an ordinary resolution and 75% for a special resolution.

**Article (30) Amend clause (2b) to read:**

(b) 5 % of the membership (Which ever is the greater number).

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**In addition 100% of the members voted by email or vote in the Annual General Meeting to remove Article 6 clause (12)**

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Adam Payne, Director