

## Special Resolution

Presented to the 2020 AGM of Going Green for a Living Community Land Trust Limited (referred to hereinafter as GGfaL)

### Proposal for amendment to Articles of Association

#### Preamble

With GGfaL being 2 ½ years old and having achieved a substantial amount in this short period it seems timely to review our Articles of Association in the light of our experience and with a view to ensuring GGfaL is fit for its future. The purpose of the proposed revisions is to:

1. Clean up and better present our Objects. They currently run to fourteen and include a number of duplications, making them unwieldy to explain to the public and to present to partners / funders etc. The Board is proposing a reduction to just three but which:
  - a. Fully encapsulate all of the objectives within the previous listing of fourteen;
  - b. Make them better able meet potential partner / funder ambitions i.e. referencing charitable objectives and Welsh Govt. policy priorities;
  - c. Enshrine in our constitution our collaborative way of working.
2. Clarify that our Membership by undertaking two changes:
  - a. Affirm our focus on local organisations taking up greater control of our activities, so we are removing the reference to individuals. We currently have no individual Members (other than the founding signatories who will resign) but we do have over twenty local organisations as Members. Note - in removing individuals as a formal category of membership we will instigate a more organised Supporters network of people who want to be engaged and informed about our work.
  - b. The original Articles also gave permanent Membership to the tow organisations instrumental in bringing GGfaL to life, Cwm Harry Land Trust and Newtown and Llanllwchaearn Town Council. With the successful launch and operation of GGfaL both CHLT and N&LTC wish to be removed as permanent Members.
3. Create a clearer set of responsibilities between Members and the Board. Members will in future hold all votes at the AGM. Directors lose AGM voting rights but do gaining some powers from the Members; specifically the responsibility to co-opt Directors and choose their own Chair. This rearrangement we feel better balances rights and responsibilities and makes the company easier to operate.
4. Sets fairer – longer - minimum notification dates for General Meetings which better reflect how many Members function i.e. they have their own committees and Members so benefit from longer notification periods. The periods proposed are not extensive but GGfaL will work on giving even longer notice periods wherever possible.
5. Adjust the numbers – minimum and maximum number of directors, quorums at Board, thresholds to call GM's etc. – to allow business to flow more freely whilst also hardwiring in a fair balance of rights and responsibilities between Board and Members;
6. Finally making sure the environment is fairly reflected alongside our social ambitions by including reference to it at all relevant points.

These six principles for change are reflected in the following Special Resolution for which we are seeking Member's approval.

MONDAY





# **Agenda Item- Special Resolution for Approval**

The Board of GGfaL have reviewed the Articles of Association and propose the following changes – recorded in blue text - for approval by the General Meeting:

EXISTING	PROPOSED – blue text is new text	RATIONALE FOR CHANGE
<b>OBJECTS AND ASSETS OF THE COMPANY</b>		
<p><u>Article 4</u> The objects of the Company shall be to:</p> <ul style="list-style-type: none"> <li>a) To manage and maintain assets and provide services on behalf of the community of Newtown and the surrounding areas;</li> <li>b) To establish Newtown as a stop and stay over destination, promoting events, sports, local food, water activities, active recreation, heritage and wildlife;</li> <li>c) To contribute to the economic and social development of the region through the activities of its Members, volunteers and employees, and by promoting community spirit, well-being and involvement;</li> <li>d) To promote local energy production and affordable housing to improve individuals quality of life and well-being;</li> <li>e) To contribute positively to improving the quality of life and increasing community capacity through supporting entrepreneurship, volunteering, skills development and training;</li> <li>f) To enhance and develop the cultural and heritage resources of the area so as to increase value for both the local community and visitors;</li> </ul>	<p>For Newtown and its region:</p> <ul style="list-style-type: none"> <li>A) To promote sustainable development* for the benefit of the public by the: <ul style="list-style-type: none"> <li>a. protection, conservation and enhancement of the environment and the prudent use and sustainable management of natural resources;</li> <li>b. promotion of sustainable means of achieving economic growth and regeneration;</li> <li>c. relief of poverty and the improvement of the conditions of life in in our community.</li> </ul> <p>* Sustainable development means development that meets the needs of the present without compromising the ability of future generations to meet their own needs</p> </li> <li>B) To advance public benefit through the provision of urban and rural regeneration, the promotion of community capacity building, investment in the social and community infrastructure and the promotion of civic responsibility and good citizenship in relation to the sustainable management of natural resources.</li> <li>C) To ensure all activities are founded wherever possible on strong partnerships and foster at all points community cohesion, a sense of place and</li> </ul>	<p>When our Objects were put together we reached out to all prospective Members and then chose to incorporate as many of their ambitions as possible. This means we have 14 objects listed, many of which overlap and repeat and between which we miss strong references to charitable object and Wales's progressive legislation.</p> <p>The Objects, whilst covering all bases, would benefit from simplifying (to remove duplication / listings) and broadening (to better reflect charitable objects and to ensure we more directly reference the Welsh policy agenda.</p>



<p>g) To develop and support others in the use of natural landscapes of the area so as to support employment through recreation and tourism;</p> <p>h) To promote participation in food production and healthy outdoor recreation in Newtown;</p> <p>i) To provide opportunities for volunteers and the unemployed to develop their skills and confidence, thus supporting them to enter or re-engage with the jobs market;</p> <p>j) To co-ordinate social and community events to develop community cohesion whilst promoting the area to visitors, tourists and new families;</p> <p>k) To assist, promote and deliver the sustainable development of Newtown and its surrounding area by promoting a place based community focus and development by maximising opportunities in respect of assets, energy and enterprise: in the case of assets, the company shall develop the physical, environmental and social assets of Newtown; in the case of community energy development the company shall invest in energy efficiency and in the development of community owned renewable generation; in the case of enterprise the company shall seek to unlock the enterprise capacity of the local community by providing start up spaces and supporting the development of community, small, medium and social enterprises;</p> <p>l) To enhance, improve and protect wildlife habitats where ever possible, to increase</p>	<p>community spirit.</p>	
---	--------------------------	--



<p>biodiversity on the land held in trust at every opportunity, where this does not conflict with economic and social benefits (where a balance must be found);</p> <p>m) By associating with local authorities, town and community councils, voluntary organisations, residents and the community in a common effort to develop the facilities of the area and improve each individuals quality of life;</p> <p>n) To manage and improve the facilities and services of the Company which, in the opinion of the Directors, may enhance the sustainability of the Company.</p>		
<p><b>MEMBERSHIP</b></p> <p><u>Article 7</u> The Board of Directors may admit to membership:</p> <p>a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or</p> <p>b) any person under 18 years of age may be admitted as Junior Members. Junior Members shall be entitled to receive notice of, attend and speak at General Meetings of the Charity, but shall not hold voting rights or be counted for the purpose of calculating a quorum or be treated as a Member for any other purpose of the Articles or of statute; or</p> <p>c) any society, company, local authority or unincorporated association which is in</p>	<p>The Board of Directors may admit to membership any society, company, local authority or unincorporated association which:</p> <p>a. Has an agreed constitution and;</p> <p>b. Can demonstrate a membership and / or democratic mandate and;</p> <p>c. Can demonstrate a link to / affinity with the towns Open Space and / or the wider green and blue assets and;</p> <p>d. Can affirm their support or our Objects.</p>	<p>This change seeks to ensure GGfaL stays focussed on a relatively small and manageable Membership, one that is focused on organisations that are constituted bodies, that represent memberships of their own in some form and that are connected to Newtown and its natural assets. With this in mind we are removing individuals as Members of the company and will look to support individuals as 'supporters' and not Members.</p> <p>Whilst we do wish to be able to co-opt individuals to the Board – where they will have a vote as a Director – they will not be Members of the company and so they won't have a vote at any GM's.</p> <p>This is important as it confirms the ultimate control of the company in the hands of its Members, the organisations of Newtown. The Board runs the company on behalf of the Members but they remain accountable to those Members at any GM.</p> <p>We are suggesting in Article 16 below that whilst the Members hold the Board to account that the Board is empowered to choose its own Chair and company officers</p>



<p>agreement with the objects of the Company.</p> <p>provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 11.</p>		<p>(such as Company Secretary)..</p> <p>The change here does leave a small anomaly in that the original subscribers – who were all individuals – will be asked to resign as Members leaving us with a clean Membership list of Organisations only.</p> <p>Whilst individuals will not be formal Members of the company they will, instead, be invited to become 'Supporters'. This means they get information and we do consult with them etc. but they do not get invited to the GM's nor do they have any votes. We should instead be inviting Supporters to their own Open Days etc.</p>
<p><u>Article 8</u> Each Member which is an organisation shall appoint a representative, who shall be entitled to receive notice of, attend and speak at General Meetings of the Company. Member organisations shall provide such confirmation of their choice of representative as may be required by the Company.</p>	<p>Each Member which is an organisation shall appoint a representative, who shall be entitled to receive notice of, attend and speak at General Meetings of the Company. Member organisations shall provide such confirmation of their choice of representative as may be required by the Company. If a Members representative joins the Board they cease to represent that Member. The Member can then appoint a new representative.</p>	<p>When a person becomes a Director they acquire a fiduciary duty to GGfaL and so must place GGfaL's interests first. Given this prioritisation of responsibility we felt it only fair to allow any Member organisation to select a replacement representative, so that their voice – and their vote at GM's – wasn't lost.</p>
<p><b>CATEGORIES OF MEMBERSHIP</b></p>		
<p><u>Article 11.</u> Every Member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors:</p> <p>a) Individual Members shall be members who live, work or have interest within the community of Newtown and support the aims and objectives of the Company.</p> <p>b) Corporate Members shall be Members admitted under Article 7(c).</p>	<p>LEFT BLANK</p>	<p>This clause is no longer relevant as we only have a single category of membership, as determined by Article 7 above.</p> <p>We have a blank No 11 simply to retain the remainder of the numbering in the document and all associated referencing.</p>
<p><b>CESSATION OF MEMBERSHIP</b></p> <p><u>Article 13.</u> A Member shall cease to be a Member immediately that <del>he/she or</del> it:</p>		



<p>a) ceases to fulfil any of the qualifications for membership as specified by Article 7 and <del>Article 11</del>; or</p> <p>b) resigns in writing to the Board of Directors; or</p> <p>c) is expelled by a Special Resolution carried in accordance with Article 29 at a General Meeting called to consider the matter; or</p> <p>d) <del>dies, if an individual person; or</del></p> <p>e) is wound up or goes into liquidation, if a corporate body or association.</p>	
<p><b>GENERAL MEETINGS</b></p> <p><u>Article 16.</u> The business of an Annual General Meeting shall include;</p> <p>a) The receipt of the reports of the Chairperson and Board of Directors of the Company;</p> <p>b) the consideration of annual accounts, audited (if required) presented by the Board of Directors;</p> <p>c) the election of the Board of Directors;</p> <p>d) the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;</p> <p>e) a decision on the application of <del>any profits</del>;</p> <p>f) the election of the Executive Officers;</p> <p>g) the appointment and the fixing of the remuneration of the Auditors (if any).</p> <p>All other business transacted at an Annual General Meeting shall be deemed Special.</p>	<p>The business of an Annual General Meeting shall include;</p> <p>a) The receipt of the reports of the Chairperson and Board of Directors of the Company;</p> <p>b) the consideration of annual accounts, audited (if required) presented by the Board of Directors;</p> <p>c) a decision on the application of any surplus;</p> <p>d) the election of the Board of Directors;</p> <p>e) the appointment and the fixing of the remuneration of the Auditors (if any).</p> <p>All other business transacted at an Annual General Meeting shall be deemed Special.</p> <p>We make a couple of changes in this Article:</p> <p>Article 7 above enshrines ultimate control of the company with the Members and so this Article allows the Board to elect the Chair of the Board. We are therefore removing parts of the Article that stated:</p> <ul style="list-style-type: none"> <li>- the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;</li> <li>- the election of the Executive Officers;</li> </ul> <p>These responsibilities are then ascribed to the Board in Article 37 below.</p> <p>One minor change is to swap the term profit for surplus.</p>
<p><b>NOTICES</b></p>	



<p><u>Article 19.</u> An Annual General Meeting and a meeting called for the passing of a Special Resolution as described in Article 29 shall be called by giving at least fourteen clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if agreement is obtained by no less than 90 % of the total membership as specified in the Act.</p>	<p>An Annual General Meeting and a meeting called for the passing of a Special Resolution as described in Article 29 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least twenty-one clear days' notice. Meetings may be called at shorter notice if agreement is obtained by no less than 50 % of the total membership as specified in the Act.</p>	<p>Given the fact that most members are organisations with their own committees which take time to convene / consult (should they need consulting) then 14 days seem far too short.</p> <p>Ideally we would give really long notice of over a month but this is impractical so we are suggesting that the Articles <u>require</u> 21 days' notice. In practice we are <u>recommending</u> we strive to give 42 days' notice of a GM.</p> <p>Note – Article 39 is also altered for similar reasons.</p> <p>To allow for more urgent GM's to be called at shorter notice we are suggesting that only 50% of members are required to call a GM at shorter notice</p>
<p><b>PROCEEDINGS AT GENERAL MEETINGS</b></p>		
<p><u>Article 25.</u> No business shall be transacted at a General Meeting unless a quorum of Members is present in person or by proxy. Ten Members or if greater, one-third of the membership, entitled to vote for the time being shall be the quorum.</p>	<p>No business shall be transacted at a General Meeting unless a quorum of Members is present in person or by proxy. Ten Members or if greater, one-quarter of the membership, entitled to vote for the time being shall be the quorum.</p>	<p>To ensure all GM's can function even when Membership grows we are recommending that quorum is reduced to one quarter instead of one-third.</p>
<p><u>Article 33.</u> Votes may be given personally or by proxy appointed by the Member.</p>	<p>Votes may be given personally or by proxy appointed in writing by the Member.</p>	<p>Just added the need to have Proxies approved in writing.</p>
<p><b>BOARD OF DIRECTORS</b></p>		
<p><u>Article 37.</u> The business of the Company shall be managed by a Board of Directors which shall be accountable to the Members.</p>	<p>The business of the Company shall be managed by a Board of Directors which shall be accountable to the Members. The first business of a new Board shall be to elect its Chairperson and any Officer its sees relevant.</p>	<p>Adding to the responsibilities of the Board the responsibility to elect Chair etc. a responsibility that has been taken away from the Members (see Article 16).</p>
<p><u>Article 38.</u> At every third Annual General Meeting, one-third of the Board of Directors shall retire from office, retiring Directors being those Directors longest in office since their last election. If there is a choice between retiring Directors of equal service it shall be made by drawing lots. Directors will be elected by the Members at the Annual General Meeting of the Company. Retiring</p>	<p>At every Annual General Meeting, one-third of the Board of Directors shall retire from office, retiring Directors being those Directors longest in office since their last election. If there is a choice between retiring Directors of equal service it shall be made by drawing lots. Directors will be elected by the Members at the Annual General Meeting of</p>	<p>Simply deleting one of the 'thirds' so that we do actually see one third step down at each and every AGM.</p> <p>Also removing the last sentence so that all retiring Directors do have to get nominations in exactly the same democratic way as new nominations.</p>



Directors shall be eligible for re-election without further nomination.	the Company.	
<b>Article 39.</b> Invitations for nominations for the position of Director will be sent to all Members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be Members of the Company.	Invitations for nominations for the position of Director will be sent to all Members with the notice of the Annual General Meeting. Completed nominations will be accepted up to fourteen days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be Members of the Company.	<p>We propose altering Article 19 to give a greater period of notice for the GM'S.</p> <p>Here we are suggesting we do similar for the notice period we give for Members to receive notification of the Nominations. We are suggesting fourteen days.</p> <p>However we recognise – as we do with Article 19 – that the period between Notice of the AGM (21 days) and date for return (seven days later) is not sufficient in practice. Therefore the recommended practice will be to send out nomination forms at the same time as Notice is given and we will strive to do the 42 days before the date of the GM to give all Members – all of whom are organisations with committees – time to consider who to nominate / get forms signed etc.</p>
<b>Article 40.</b> Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than six.	Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than six or more than nine, with 6 Directors selected by Members at the Annual General Meeting and 3 Directorships reserved for co-option by the Board.	<p>We wish to retain the minimum but set a maximum to strive towards, aiming to reflect that we draw from a broad church of Members and have multiple projects / interests.</p> <p>We are proposing a 6/3 split to give a balance between the skills and experience that will come from the Members but allowing room for the Board to recruit specific skills they feel the company needs (if not found from within the Members).</p>
<b>Clause 41.</b> The Board of Directors shall include one Director nominated by Newtown & Llanilwchaearn Town Council and one nominated by Cwm Harry Land Trust Ltd.	The Board of Directors will invite a representative of N&LTC to all Board meetings as an observer who may be invited to speak by the Board.	<p>This clause served a purpose at the outset, when GGfaL was emergent but now that GGfaL is well established and well-resourced both parties are reconsidering their positions:</p> <ul style="list-style-type: none"> <li>• Cwm Harry is proud to have enabled GGfaL to come in to existence but no longer sees the need for a permanent position.</li> <li>• N&amp;LTC are considering whether a formal seat on the Board best allows them to represent the needs of the Council and the wishes of the public they represent.</li> </ul>




PROCEEDINGS OF THE BOARD OF DIRECTORS		
<b>Article 46.</b> The quorum necessary for the transaction of business of the Board of Directors shall be four Directors.	The quorum necessary for the transaction of business of the Board of Directors shall be 50% of the Directors in post.	A revision to make the operation of business both democratic and workable.
<b>Article 49.</b> The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any Sub-Committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any Member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.	The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any Sub-Committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any Member of the Company by appointment and by any other person authorised by the Company in General Meeting. The Board retains the right to redact sensitive matters from the minutes.	A revision to allow minutes to be inspected at any time by appointment.  Also to allow for the company to redact parts of any minutes where it feels they contain sensitive information.
CHAIRMAN, SECRETARY AND OTHER EXECUTIVE OFFICERS		
<b>Article 59.</b> Subject to the provisions of the Act, the Secretary and other Executive Officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them	Subject to the provisions of the Act, the Chairperson, Secretary and other Executive Officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them	Add in Chairman here also  Just added in 'Chairperson' to bring it in to line with changes in Articles 16 and 37.
SOCIAL AUDIT	SOCIAL AND ENVIRONMENTAL AUDIT	
<b>Article 71.</b> A Social and Environmental Audit of the Company may be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a Social and Environmental Audit would be to attempt to identify the social and environmental costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.  Such a Social and Environmental Audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification	A Social and Environmental Audit of the Company may be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a Social and Environmental Audit would be to attempt to identify the social and environmental costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.  Such a Social and Environmental Audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the	Retitle to include environmental priorities also.  Just adding in environmental so that we hardwire in environment priorities in equal measure to social priorities.  We are suggesting we remove the last part because this seems too prescriptive for inclusion in Articles.




or comments to an independent assessor.	Board of Directors who may submit their report for verification or comments to an independent assessor.	
<del>A Social and Environmental Audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.</del>		

- END -

Signed as a record of the Special Resolution tabled and passed at the AGM of 6<sup>th</sup> May 2020

  
....., Owen Durbridge, Chairman

  
..... Tom Chandler, Director